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Division of Corporations

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FLORIDA LIMITED LIABILITY CO.
GRIDIRON GRILL-OFF, LLC

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STATE OF FLORIDA  
ATTORNEY GENERAL

**ARTICLES OF ORGANIZATION  
OF  
GRIDIRON GRILL-OFF, LLC**

The undersigned, acting as the organizer of **GRIDIRON GRILL-OFF, LLC** under the Florida Revised Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is **GRIDIRON GRILL-OFF, LLC** (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is 2749 N.E. 37<sup>th</sup> Drive, Fort Lauderdale, Florida 33308.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The Company is to be manager-managed.

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

**ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

**ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be Bob Baker, and the street address of the Company's initial registered office is 2749 NE 37<sup>th</sup> Drive, Fort Lauderdale, Florida 33308.

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**ARTICLE VIII – Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

**ARTICLE IX – Indemnification:**

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("*Indemnitee*"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article IX, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended and in accordance with the terms of Article 12 of the Operating Agreement of the Company. The rights and authority conferred in this Article IX shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article IX by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

**ARTICLE X – Purpose:**

The purposes and scope of the Company shall be to engage in only the business of such activities as are approved by Offerdahl's Hand-Off Foundation, Inc., a Florida not-for-profit corporation, and to engage in any lawful act or activities necessary or incidental thereto, so long as the Company shall not carry-on any activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended (the "*Code*") or the corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

*[Remainder of Page Intentionally Blank; Signature on Following Page]*

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IN WITNESS WHEREOF, the undersigned Sole Member has executed these Articles of Organization as of this 6<sup>th</sup> day of January, 2016.

SOLE MEMBER:

OFFERDAHL'S HAND-OFF FOUNDATION, INC., a Florida not-for-profit corporation

By: [Signature]  
Name: John Offerdahl  
Title: President

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **GRIDIRON GRILL-OFF, LLC.**
2. The name and address of the registered agent and office is:

Bob Baker  
 Ron Blue & Co.  
 1900 Summit Tower Blvd.  
 Suite 260  
 Orlando, Florida 32810

Having been designated as the Registered Agent for **GRIDIRON GRILL-OFF, LLC**, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 605, Florida Statutes.

  
 \_\_\_\_\_  
 Registered Agent

Dated this 6<sup>th</sup> day of January, 2016.