

3/15/2017

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Division of Corporations

From: Kimberly Laughrey

Florida Department of State  
Division of Corporations  
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FLORIDA LIMITED LIABILITY CO.  
Celebration PH GP, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION**

**OF**

**CELEBRATION PH GP, LLC**

**ARTICLE I**

**Name of Limited Liability Company**

The name of this limited liability company is CELEBRATION PH GP, LLC (the "Company"), with its principal place of business being located at c/o Palm Holdings, Inc., 477 Richmond Street West, Suite 810, Toronto, Ontario M5V 3E7 GB and the mailing address is the same.

**ARTICLE II**

**Duration**

The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in Chapter 605, Florida Statutes unless continued by the unanimous consent of all of the remaining members.

**ARTICLE III**

**Purpose**

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

**ARTICLE IV**

**Registered Agent and Office**

The name of the initial registered agent of the Company CT Corporation System. The street address of the initial registered agent of the Company is 1200 South Pine Island Road, Plantation Florida 33324.

**ARTICLE V**

**Additional Members**

Additional members to the Company may be admitted, but only upon the unanimous consent of all current members.

**ARTICLE VI**  
**Management of the Company**

The management of the Company shall be by the Managers as provided in the Operating Agreement. The Company shall be managed in accordance with the Regulations and Operating Agreement adopted by the members. The name and address of the initial member is:

Ash Taneja    c/o Palm Holdings, Inc., 477 Richmond Street West, Suite 810  
Toronto, Ontario M5V 3E7 GB

**ARTICLE VII**  
**Regulations**

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions of the regulation and management of the affairs of the Company.

**ARTICLE VIII**  
**Date of Existence of the Company**

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

**ARTICLE IX**  
**Transfer of Interest**

No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring members shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

**ARTICLE X**  
**Certificated Interests**


The members' interests in the Company shall be evidenced by certificates.

**ARTICLE XI**  
**Contracting Debts**

All contracting debts of the limited liability company require the approval of one of the managers.

The undersigned executed these Articles of Organization effective as of the 14 day of March, 2017.

CELEBRATION PH GP, LLC,  
a Florida limited liability company

By:   
Ash Taneja  
Manager

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

PURSUANT TO THE PROVISIONS OF SECTION 605, 607.0501, OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the company is: CELEBRATION PH GP, LLC

9881 North Belfort Circle  
Toronto, Ontario M5V 3E7 GB

The name and address of the registered agent and office is:

CT Corporation System

(Name)

1200 South Pine Island Road

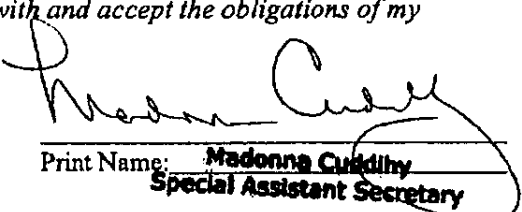
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Plantation, Florida 33324

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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Print Name: Madonna Cuddihy  
**Special Assistant Secretary**

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FLORIDA 32314