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FLORIDA LIMITED LIABILITY CO.  
Charles and Nancy, LLC

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**Articles of Organization**

**of**

**Charles and Nancy, LLC**

Pursuant to the Florida Limited Liability Company Act the undersigned, as the organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

**Article I**

**Name**

The name of the limited liability company is Charles and Nancy, LLC.

**Article II**

**Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

**Article III**

**Units Of Equity Ownership**

**Section A. Authorized Units of Equity Ownership.** The maximum number of units of equity ownership that Charles and Nancy, LLC is authorized to have outstanding is 1,000 units, all of which shall be identical units. Each unit of equity ownership may be hereafter referred to as a "Membership Unit".

**Section B. First Lien.** The Company shall have a first lien upon the Membership Units of any Member for any debt or liability owing by such Member to the Company.

**Section C. Restrictions on Disposition of Membership Units.** No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any Membership Unit or Units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such Membership Unit or Units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

**Section D. Right to Redeem Membership Units.** Without regard to any other power to purchase Membership Units of the Company as permitted by law, the Company may purchase

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outstanding Membership Units in an amount not to exceed its capital, paid-in surplus and retained earnings.

**Article IV**  
**Registered Agent And Office**

The address of the initial Registered Office of the Company is 11126 Oakway Circle, Palm Beach Gardens, Florida 33410, and the name of its initial Registered Agent at such address is Howard C. Schaefer, Jr.

**Article V**  
**Principal Office**

The mailing address and street address of the principal office of the Company is 11126 Oakway Circle, Palm Beach Gardens, Florida 33410.

**Article VI**  
**Organizers**

The name and address of the organizer is:

Howard C. Schaefer, Jr.  
11126 Oakway Circle, Palm Beach Gardens, Florida 33410

The organizer is a natural person over the age of twenty one years.

**Article VII**  
**Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

**Article VIII**  
**Management**

The Company is to be managed by a Manager or Managers. One or more Manager of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Managers of the Company, who shall each serve as such until their successors are elected and shall qualify, are:

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<u>Office</u>	<u>Name and Address</u>
Co-Manager	Howard C. Schaefer, Jr. 11126 Oakway Circle, Palm Beach Gardens, Florida 33410
Co-Manager	Nancy S. Seadale 53 New Meadow Road, Barrington, Rhode Island 02806

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### **Article IX** **Indemnification**

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Manager shall be adjudged liable to the Company.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

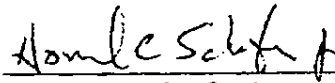
### **Article X** **Amendment of Articles of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

(In accordance with section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)


Signature of Member or authorized representative of Member.

Dated August 22, 2017.



Howard C. Schaefer, Jr.  
Organizer

Having been named as registered agent and to accept service of process for Charles and Nancy, LLC 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 as provided for in Chapter 605, F.S.



Howard C. Schaefer, Jr.  
Registered Agent

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