

11/1/2017

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
ELB WINGS, LLC**

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
ELB WINGS, LLC**

Pursuant to Section 605.0202 of the Florida Revised Limited Liability Company Act, the Articles of Organization of ELB Wings, LLC, originally filed on September 18, 2017, are amended and restated in their entirety to read as follows:

**ARTICLE I - NAME**

The name of the limited liability company is ELB Wings, LLC (the "Company").

**ARTICLE II - ADDRESS**

The street and mailing address of the Company's principal office are:

200 West Forsyth Street, Suite 1200  
Jacksonville, Florida 32202

**ARTICLE III - PURPOSE**

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The Company (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Company's registered office, and (ii) names Contega Business Services, LLC as the Company's registered agent at that address.

**ARTICLE V - MANAGEMENT AND AUTHORITY**

The Company shall be a manager-managed company. Pursuant to Section 605.04074, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

The following individual shall serve as a manager of the Company until its successor is appointed or elected and qualified pursuant to the applicable conditions, provisions and terms of the Company's Operating Agreement, or until the earlier of such manager's dissolution, removal or resignation:

Edward L. Baker II  
200 West Forsyth Street, Suite 1200  
Jacksonville, Florida 32202

Prepared by:  
Driver, McAfee, Peek & Hawthorne, P.L.  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

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**ARTICLE VI - INDEMNIFICATION**

The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a manager, member or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager, member or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance reasonable indemnification expenses (including attorneys' fees and costs) for actions taken in the capacity of such person as a manager, member or officer within twenty (20) days after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

The undersigned, for the purpose of amending and restating the Company's Articles of Organization under the laws of the State of Florida, has executed these Amended and Restated Articles of Organization.



\_\_\_\_\_  
J. Phillip Gibbs, Authorized Representative

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Amended and Restated Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: November 0, 2017

**CONTEGA BUSINESS SERVICES, LLC**

By: *W.M.H.*  
William M. Hammill II, Executive Vice  
President

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