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Florida Department of State
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Fax Number : (850) 617-6381

From: Account Name : BARNES WALKER, CHARTERED
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FLORIDA LIMITED LIABILITY CO.
Barnes Assets, LLC

Certificate of Status	0
Certified Copy	0
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September 22, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BARNES WALKER, CHARTERED

SUBJECT: BARNES HOLDINGS, LLC
REF: W17000075907

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must contain the words "Limited Liability Company," the abbreviation "L.L.C.", or the designation "LLC". The following suffixes are no longer acceptable: "Limited Company," "L.C.," "LC.," "Ltd.," and "Co."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Neysa Culligan
Regulatory Specialist II

FAX Aud. #: H17000248304
Letter Number: 117A00019233

**ARTICLES OF ORGANIZATION
OF
BARNES ASSETS, LLC**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
Name**

The name of the limited liability company ("Company") is BARNES ASSETS, LLC.

**ARTICLE II
Address**

The initial mailing address of the Company's principal office is 3119 Manatee Avenue West, Bradenton, FL 34205. The initial street address of the Company's principal office is 3119 Manatee Avenue West, Bradenton, FL 34205.

**ARTICLE III
Purpose and Duration**

The purpose of this Company is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Company shall have all powers given limited liability companies under the Laws of the State of Florida. The period of duration of this Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Garret T. Barnes. The address of the Company's registered office in Florida is 3119 Manatee Avenue West, Bradenton, FL 34205.

**ARTICLE V
Management**

A. The Company is to be managed by a Manager who will generally serve from annual meeting to annual meeting of the Member(s) (or until a replacement is qualified and elected) unless the Company's Operating Agreement dictates otherwise. The initial Manager, however, shall serve at least until the organizational meeting of the Company and is identified as follows:

Garret T. Barnes, whose address is 3119 Manatee Avenue West, Bradenton, FL 34205.

B. The Manager shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 605.0109, as from time to time amended, including, but not limited to, conduct the Company's business and the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

1. Without having first obtained the prior written consent of a majority in interest of the Member(s), the Manager shall not cause or permit the Company to:

a. Sell, convey, transfer, assign, mortgage, refinance, pledge, encumber, trade, exchange, or otherwise dispose of, or lease for more than 15 years, or execute and deliver any deed, mortgage, or lease of, any Company real property, or any part or interest thereof, or;

b. File a petition in bankruptcy, make a general assignment for the benefit of creditors, or apply for other such relief available under similar laws or regulations, or;

c. Hire, terminate, or modify the terms of employment of any Manager, or;

d. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;

e. Invest in the debt or equity of any other entity, or;

f. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Manager's request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager's request.

2. Without having first obtained the prior written consent of all of the Member(s), amend these Articles or the Operating Agreement of the Company to:

a. Reduce the "LLC Interest" (as defined in the Company's Operating Agreement), "Member Status" (as defined in the Company's Operating Agreement), rights, privileges, or benefits or enlarge the duties and obligations of the Member(s), or;

b. Enlarge the LLC Interest, Member Status (if applicable), rights, privileges, or benefits or reduce the duties and obligations of the Manager(s), or;

c. Modify the duration of this Company, or;

d. Affect the rights or restrictions regarding the assignability of

Member Status or Transferable Interest, or;

- e. Amend this Article V, or;
- f. Dissolve or terminate the existence of this Company, or;
- g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Manager's request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager's request.

C. A "majority in interest" of Managers or Members, without more, shall mean a simple majority of the Managers, or, as to the Members, a simple majority of their "LLC Interest Percentages" (as defined in the Company's Operating Agreement) in the Company.

ARTICLE VI **Continuation of Business**

A majority in interest of the remaining Member of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company.

ARTICLE VII **Profits and Losses Allocation**

Profits and losses will be allocated to the Members in accordance with their ownership interests.

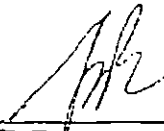
ARTICLE VIII **Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a Manager other than the executing Member, provided, however, that if a single party is the sole Member and Manager, only that party shall be required to sign said Articles of Amendment.

ARTICLE IX **Commencement**

Pursuant to the provisions of Chapter 605, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned authorized representative of the member has executed these Articles of Organization on this 22nd day of September, 2017.



Garret T. Barnes, Authorized Representative of
Barnes Family, LLC, Member

**CERTIFICATE OF DESIGNATED
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes Sections 605.0201 and 605.0113, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for BARNES ASSETS, LLC:

1. My name as registered agent and the address of my office, which shall serve as the registered office for the above-referenced limited liability company, are: Garret T. Barnes, 3119 Manatee Avenue West, Bradenton, FL 34205.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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.

Dated: 9/22/17



Garret T. Barnes, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA