

10/19/2017

Division of Corporations

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Florida Department of State  
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FLORIDA DEPARTMENT OF STATE  
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**FLORIDA LIMITED LIABILITY CO.  
GAD Holdings, LLC**

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CLERK OF DISTRICT COURT  
JANUARY 10, 2018

**ARTICLES OF ORGANIZATION  
OF  
GAD HOLDINGS, LLC**

The undersigned, acting as the organizer of GAD HOLDINGS, LLC under the Revised Florida 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 GAD HOLDINGS, LLC (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is 321 Broadway, Saratoga Springs, NY 12866.

**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 managed by its manager, and the name and address of the initial manager until the first annual meeting of members or until their successor(s) are elected and qualified are:

Name

Address

Tina Castillo

321 Broadway  
Saratoga Springs, NY 12866

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

The Company shall admit new Members as provided in the Operating Agreement.

**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 Scott G. Miller, Burr & Forman LLP, and the street address of the Company's initial registered office is 200 S. Orange Ave., Ste. 800, Orlando, FL 32801.

**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:**

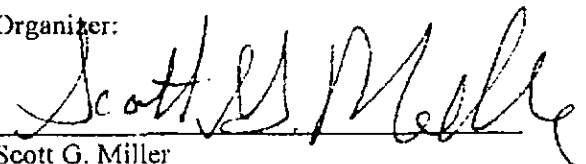
Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, 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, 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. The rights and authority conferred in this Article 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 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 - Continuation of Business:**

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization as of this 19<sup>th</sup> day of October, 2017.

Organizer:

  
Scott G. Miller

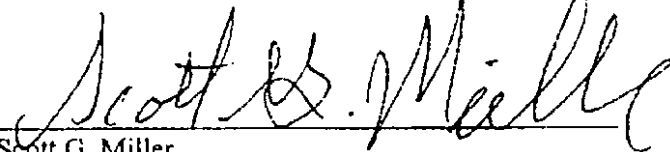
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605, 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 GAD HOLDINGS, LLC.
2. The name and address of the registered agent and office is:

Scott G. Miller - Burr & Forman LLP  
200 S. Orange Ave., Ste. 800  
Orlando, FL 32801

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

  
\_\_\_\_\_  
Scott G. Miller

Dated this 19<sup>th</sup> day of October, 2017.