



**ARTICLES OF INTEREST EXCHANGE**  
**(Florida Limited Liability Company)**

The following Articles of Interest Exchange are submitted in accordance with the Florida Revised Limited Liability Company Act (the "Act"), pursuant to Section 605.1035, Florida Statutes.

**FIRST:** The name of the acquired limited liability company is:

**Fudpucker's On The Island, LLC**

**SECOND:** The name of the acquiring entity is:

**Dock on the Island, LLC**

The jurisdiction of the formation of the acquiring entity is Florida.

The document number of the acquiring entity is: L18000035201

**THIRD:** The Plan of Interest Exchange was approved by the acquired limited liability company in accordance with the provisions of Sections 605.1031-605, 1026, Florida Statutes, and by each Member of such limited liability company who, as a result of the interest exchange, will have interest holder liability under Section 605.1033(1)(b), Florida Statutes, and whose approval is required.

**FOURTH:** The amendments, if any, to the acquired limited liability company's public organic record approved as part of the Plan of Interest Exchange are attached as Exhibit A.

**(Check One)**

**FIFTH:** X The Plan of Interest Exchange was approved by each acquiring entity that is a party to the Interest Exchange in accordance with the organic laws in its jurisdiction of formation, or

\_\_\_\_\_ The Plan of Interest Exchange approval is not required.

**SIXTH:** The acquiring entity has agreed to pay to any Members of the Acquired Entity with appraisal rights the amount to which such Members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.


**SEVENTH:** The effective date of the Interest Exchange, if the effective date of the Interest Exchange is not the same as the date of filing of the Articles of Interest Exchange, subject to the limitations of Section 605.0207, Florida Statutes, shall be the date on which these Articles of Interest Exchange are filed with the Florida Department of State.

*[Remainder of Page Left Blank – Signatures Follow]*

The undersigned have caused these Articles of Interest Exchange to be signed by an authorized officer effective as of March 7<sup>th</sup>, 2018.

**ACQUIRED COMPANY:**

**FUDPUCKER'S ON THE ISLAND, LLC**, a  
Florida limited liability company

By:   
Name: Chester G. Kroeger  
Title: Trustee of Kroeger Family Trust, as the  
Manager of Fudpucker's Management Co.,  
LLC and Manager of Fudpucker's on the  
Island, LLC

Date: 3-7-18

**ACQUIRING COMPANY:**

**DOCK ON THE ISLAND, LLC**, a Florida  
limited liability company

By:   
Jay A. Odom, Manager

Date: 3-7-18

FILED  
18 MAR 23 AM 9:49  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
FUDPUCKER'S ON THE ISLAND, LLC**

In accordance with Section 605.0202, Florida Statutes, the Articles of Organization of Fudpucker's On The Island, LLC, a Florida limited liability company (the "Company") are hereby amended and restated to read in their entirety as follows:

**ARTICLE I. NAME**

The name of the Company shall remain FUDPUCKER'S ON THE ISLAND, LLC.

**ARTICLE II. ADDRESS**

The principal place of business of the Company is 4652 Gulfstarr Drive, Destin, Florida 32541.

The mailing address of the Company is P.O. Box 1735, Destin, Florida 32540.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the company commenced on March 21, 2012.

**ARTICLE IV. PURPOSE**

The Company is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. MANAGER MANAGED**

The Company shall be managed by managers ("Managers"), as set forth in the Company's Operating Agreement and is therefore a Manager-managed company. The street address of the Company's initial Managers shall be 4652 Gulfstarr Drive, Destin, Florida 32541 and the name of the initial Manager at such address is Jay A. Odom.

**ARTICLE VI. TERM OF EXISTENCE**

1.

The term of existence of the Company is perpetual.

**ARTICLE VII. REGISTERED AGENT AND ADDRESS**

The name and address of the registered agent of the Company is Jay A. Odom, 4652 Gulfstarr Drive, Destin, Florida 32541.

### ARTICLE VIII. INDEMNIFICATION

The Company shall indemnify the Managers and its officers to the full extent permitted by law. The Managers are hereby specifically authorized to make such other provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

### ARTICLE IX. AMENDMENTS

The Company reserves the right to amend, alter, change or repeal any provision in these Articles of Organization in the manner prescribed by law, and all rights conferred on Members are subject to this reservation.

The undersigned manager hereby certifies that: (a) the foregoing Amended and Restated Articles of Organization contain amendments requiring Member approval; (b) the amendments were approved by requisite written consent of the Members on March 1, 2018; (c) the number of votes cast for the amendment by the Members in favor of the amendment were sufficient for approval; and (d) these duly adopted Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

**FUDPUCKER'S ON THE ISLAND, LLC, a**  
Florida limited liability company

By: \_\_\_\_\_

Name: Jay A. Odom

Title: Manager

FILED  
18 MAR 26 AM 9:49  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

Pursuant to Section 605.0114, Florida Statutes, the following is submitted:

That Fudpucker's On The Island, LLC, whose current registered agent and office on file with the Florida Department of State is Tracy G. Hook 20001-A Emerald Coast Highway, Destin, Florida 32541, has changed its current registered agent and named Jay A. Odom, 4652 Gulf Starr Drive, Destin, Florida 32541, as its resident agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the company named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

Dated: March 7, 2018

  
\_\_\_\_\_  
Jay A. Odom

FILED  
18 MAR 28 AM 9:49  
CLERK OF DISTRICT COURT  
JAY A. ODOM