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3 BOYS FARM LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
3 BOYS FARM LLC**

The undersigned hereby execute these Amended and Restated Articles of Organization of 3 Boys Farm LLC pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "Act"):

ARTICLE I – Name; Original Date of Filing

The name of the Limited Liability Company is **3 Boys Farm LLC** (the "Company"). The Company was initially formed pursuant to Articles of Conversion from 3 Boys Farm Company to the Company filed on February 9, 2018, and by, on the same date, filing the Articles of Organization with the Florida Secretary of State's office.

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 2300 E Las Olas Blvd, Fort Lauderdale, FL 33301.

ARTICLE III – Manager Managed

The Company shall be managed by one or more managers ("Manager(s)"), as elected by a simple majority of the Members, and the Company is therefore a manager-managed Company within the meaning of the Act.

ARTICLE IV- Registered Agent and Office

The street address of the Company's initial registered agent and office is 642 Northeast Third Avenue, Fort Lauderdale, Florida 33304, and the name of its initial registered agent at such office is Brady Cobb.

ARTICLE V - Membership Units

The aggregate number of Membership Units the Company shall be authorized to issue is One Hundred (100).

ARTICLE VI – Purpose

The primary purpose of the Company shall be to engage, directly or indirectly, in any and all types of lawful business for which limited liability companies may be organized under the Act, including, but not limited to, the operation of a medical marijuana cultivation, extraction and dispensing business licensed by the State of Florida

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and the power to do any and all acts necessary, appropriate, proper, advisable, incidental or convenient to or in furtherance of the purposes of the Company.

ARTICLE VII – Amendment Of Articles Of Organization

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization by a vote of a majority of the Membership Units then outstanding.

ARTICLE VIII – Action Without A Meeting

Any action required or permitted to be taken at any meeting of the Manager(s) or the Members may be taken without a meeting if a consent or consents in writing setting forth the action so taken, shall be signed by the Manager or the Members, as the case may be, representing not less than the minimum number of Managers or Members that would be necessary to authorize or take such action at a meeting at which all members of the Managers or Members, as the case may be, were present and such writing or writings or electronic transmissions are filed with the minutes of proceedings of the Manager(s) or Members in accordance with applicable law.

ARTICLE IX - Amendment And Restatement

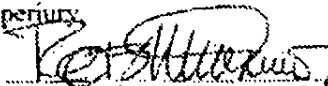
These Amended and Restated Articles of Organization have been duly authorized and directed by an affirmative vote of more than 50% of the Members of the Company and more than 50% of the Managers, serving prior to their execution on or about the date hereof, which Members' and Managers' consent was sufficient for the approval of the Amended and Restated Articles of Organization. Such Amended and Restated Articles of Organization supersede the original Articles of Organization of the Company.

[Signature page follows]

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IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been signed by the undersigned Managers of the Company this ____ day of _____, 2018, and the undersigned affirm that the statements made herein are true under the penalties of perjury.

 Manager 8/23/18
Robert Tornello, Manager

Richard F. LaRoche, Manager

Edward G. Chiles, Manager

William H. Nunnally, Manager

Bruce Gold, Manager

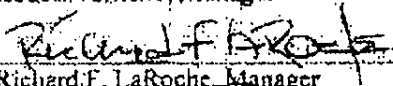
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IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been signed by the undersigned Managers of the Company this 9th day of October, 2018, and the undersigned affirm that the statements made herein are true under the penalties of perjury.

Robert Torriello, Manager


Richard F. LaRoche, Manager


Edward G. Chiles, Manager

William H. Nunnally, Manager

Bruce Gold, Manager

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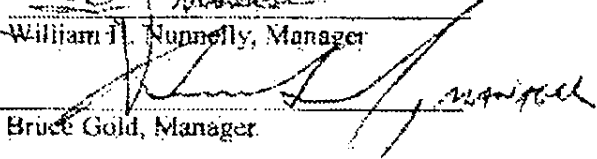
IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been signed by the undersigned Managers of the Company this 9th day of October, 2018, and the undersigned affirm that the statements made herein are true under the penalties of perjury.

Robert Tomello, Manager

Richard F. LaRoche, Manager

Edward G. Chiles, Manager

_____
William J. Nunnally, Manager

_____
Bruce Gold, Manager

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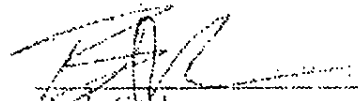
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, Brady Cobb, having been named as Registered Agent and to accept service of process for 3 Boys Farm LLC, at the place designated in these Amended and Restated Articles of Organization, 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 is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 605.0113.

Dated this 9th day of October, 2018.


Brady Cobb

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