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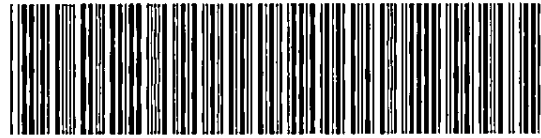
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1. **H2 ST. AUGUSTINE, LLC**
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____

ARTORGcdt
H2STAMTRARTSskd

ARTICLES OF ORGANIZATION

OF

H2 ST. AUGUSTINE MOTORS, LLC
A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the provisions of Chapter 605, Florida Statutes, as amended, the following are hereby adopted and filed as the Articles of Organization of this Florida limited liability company:

ARTICLE I - NAME

The name of this Company shall be:

H2 St. Augustine Motors, LLC

(hereinafter referred to as the "Company")

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal place of business of the Company is:

2250 U.S. Highway 1 South
St. Augustine, Florida 32086

The initial mailing address of the Company is:

7200 Blanding Boulevard
Jacksonville, Florida 32244

ARTICLE III - DURATION

The Company is to commence its existence on **January 1, 2019.**

This Company shall exist perpetually.

ARTICLE IV - PURPOSE

This limited liability company is organized for the following purposes:

(a) **The retail and wholesale sales, service, leasing, parts and repair of new and used motor vehicles; and**

(b) Pursuant to Section 605.0108, Florida Statutes, The transaction of any and all other lawful business for which limited liability companies may be organized, including but not limited to those powers enumerated in Section 605.0109, Florida Statutes, as amended, and the doing of all lawful things related thereto.

ARTICLE V - MANAGEMENT

This Company will be a **Manager-managed** Company and will be managed by six (6) Managers initially. The number of Managers may be increased or decreased by the Members from time to time, but shall never be less than one (1). Any and all powers and duties conferred or imposed upon the Manager(s), in addition to those contained in Chapter 605, Florida Statutes, as amended,

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shall be pursuant to the provisions of the Operating Agreement of the Company or pursuant to a duly adopted resolution of the Members. The names and addresses of the initial Managers are:

Manager: Jack Y. Hanania
7200 Blanding Boulevard
Jacksonville, Florida 32244

Manager: Jack H. Hanania
7200 Blanding Boulevard
Jacksonville, Florida 32244

Manager: Mark H. Hanania
7200 Blanding Boulevard
Jacksonville, Florida 32244

Manager: Samuel R. Odom, Jr.
7200 Blanding Boulevard
Jacksonville, Florida 32244

Manager: Harvey E. "Bo" Stringer
7200 Blanding Boulevard
Jacksonville, Florida 32244

Manager: Joe J. Hassan
7200 Blanding Boulevard
Jacksonville, Florida 32244

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ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this Company is:

Jack Y. Hanania
7200 Blanding Boulevard
Jacksonville, Florida 32244

ARTICLE VII - RESTRAINT ON TRANSFER

The Members may, by agreement, impose any reasonable restraint on the sale, conveyance, gifting, transfer, encumbrance or alienation of Membership Interests.

ARTICLE VIII - AMENDMENT

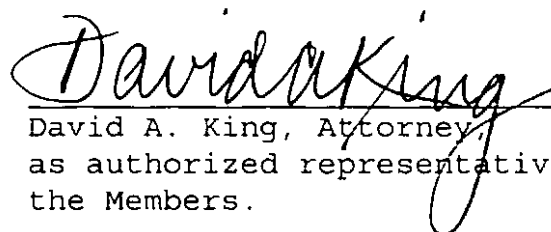
The Members reserve the right to alter, amend or repeal any provisions contained in these Articles of Organization, or to adopt new provisions, and the method for same shall be contained in the Operating Agreement of the Company.

ARTICLE IX - AUTHORIZED REPRESENTATIVE

The name and address of the person, authorized by the Members, who is signing these Articles of Organization is

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, FL 32073

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization, this 26TH day of December, 2018.


David A. King, Attorney
as authorized representative of
the Members.

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**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT
FOR LIMITED LIABILITY COMPANY**

Pursuant to Section 605.0113, Florida Statutes, the following is submitted:

H2 St. Augustine Motors, LLC

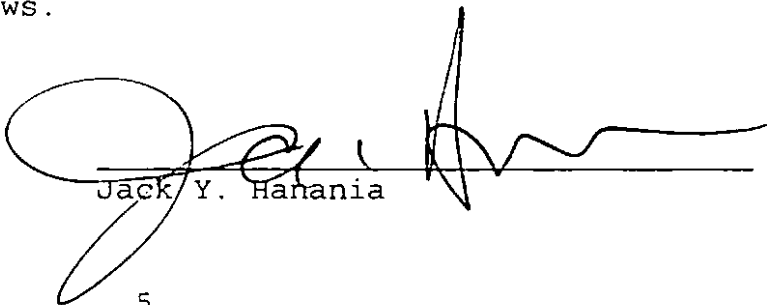
desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization, has named as its Registered Agent to accept service of process within this State:

Jack Y. Hanania
7200 Blanding Boulevard
Jacksonville, Florida 32244

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ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby acknowledge that I am familiar with said laws of the State of Florida, and I hereby agree to act in this capacity, and I agree to comply with the provisions of said laws.



Jack Y. Hanania