

## Florida Department of State

Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850)617-6381

## From:

Account Name : CONTEGA BUSINESS SERVICES, LLC  
Account Number : I20060000142  
Phone : (904)301-1269  
Fax Number : (904)301-1279

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FLORIDA LIMITED LIABILITY CO.  
CERTUS INSTITUTE LLC**

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**ARTICLES OF ORGANIZATION  
OF  
CERTUS INSTITUTE LLC**

The undersigned, an authorized representative of a prospective member, desiring to form a limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I - NAME**

The name of the limited liability company is CERTUS INSTITUTE LLC (the "Company").

**ARTICLE II - ADDRESS**

The street address of the Company's principal office is:

675 Veterans Memorial Parkway  
Orange City, Florida 32763

The mailing address of the Company's principal office is:

5224 W. State Road 46 # 375  
Sanford, Florida 32771

**ARTICLE III - PURPOSE**

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The Company (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Company's registered office, and (ii) names Contega Business Services, LLC, as the Company's registered agent at that address.

**ARTICLE V - MANAGEMENT AND AUTHORITY**

The Company shall be a manager-managed company. Pursuant to Section 605.04074, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

Prepared by:  
Contega Business Services, LLC  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

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The following individual shall serve as a manager of the Company until its successor is appointed or elected and qualified pursuant to the applicable conditions, provisions and terms of the Company's Operating Agreement, or until the earlier of such manager's dissolution, removal or resignation:

CERTUS SENIOR LIVING LLC  
675 Veterans Memorial Parkway  
Orange City, Florida 32763

#### ARTICLE VI - INDEMNIFICATION

The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a manager, member or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager, member or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance reasonable indemnification expenses (including attorneys' fees and costs) for actions taken in the capacity of such person as a manager, member or officer within twenty (20) days after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal this November \_\_, 2019.

  
Troy M. Cox, Authorized Representative

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: November 11, 2019

**CONTEGA BUSINESS SERVICES, LLC**

By:   
William M. Hammill II, Executive Vice  
President

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