

12/3/2019

Division of Corporations

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## FLORIDA LIMITED LIABILITY CO.

## Palencia Properties, LLC

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**ARTICLES OF ORGANIZATION  
OF  
PALENCIA PROPERTIES, 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 Palencia Properties, LLC (the "Company").

**ARTICLE II - ADDRESS**

The street and mailing address of the Company's principal office are:

9210 Cypress Green Drive  
Jacksonville, Florida 32256

**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 9210 Cypress Green Drive, Jacksonville, Florida 32256 as the street address of the Company's registered office, and (ii) names Wayne McCoy, 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.

The following individual shall serve as a manager of the Company until his 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 death, removal or resignation:

Wayne McCoy  
9210 Cypress Green Drive  
Jacksonville, Florida 32256

Prepared by:  
Driver, McAfee, Hawthorne & Diebenow, PLLC  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

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**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 3<sup>rd</sup> day of December, 2019.



Wayne McCoy, Authorized Representative

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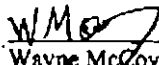
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**ACCEPTANCE OF REGISTERED AGENT**

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: December 3, 2019

  
Wayne McCoy