

11/16/2020

Division of Corporations

Florida Department of State

Division of Corporations

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EVOLVE VPS HOLDINGS, LLC

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CLERK OF DISTRICT COURT
JANUARY 16, 2021

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
EVOLVE VPS HOLDINGS, LLC

Pursuant to the authority of the Florida Revised Limited Liability Company Act, Chapter 605, Fla. Stat., EVOLVE VPS HOLDINGS, LLC, a Florida limited liability company (the "Company"), hereby adopts the following Amended and Restated Articles of Organization (the "Articles"), which amend and restate and supersede the Articles of Organization of the Company filed with the Florida Department of State on November 2, 2020 and assigned document number L20000348196:

ARTICLE I - Name:

The name of the limited liability company is Evolve VPS Holdings, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 236 Outlook Point Drive, Suite 800, Orlando, FL 32809.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by one or more managers (the "Manager"). The Manager shall be elected as described in the Operating Agreement of the Company. The name and address of the Manager to serve as the Manager until the annual meeting of members or until a successor is elected and qualified is:

Name

Address

Tyler J. Mayne

236 Outlook Point Drive, Suite 800,
Orlando, FL 32809

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FILED**ARTICLE V - Admission of Additional Members:**

The Company shall admit new members only in accordance with the Operating Agreement of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles, or Chapter 605, Fla. Stat.

ARTICLE VII - Registered Agent and Office:

The registered agent for the Company shall be Tyler J. Mayne, and the street address of the Company's registered office is 236 Outlook Point Drive, Suite 800, Orlando, FL 32809.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles or the Operating Agreement of the Company, agreement, vote of members, or otherwise. Any repeal or amendment of this Article by the members of the Company shall not adversely affect any right or protection of a member, manager, or officer existing at the time of such repeal or amendment.

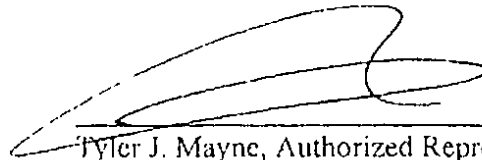
ARTICLE X – Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

Signature Page to Follow

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IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Amended and Restated Articles of Organization as of this 10 day of November, 2020.



Tyler J. Mayne, Authorized Representative

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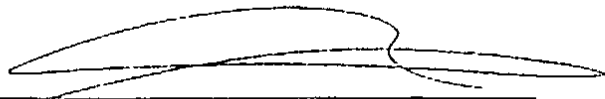
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Evolve VPS Holdings, LLC.
2. The name and address of the registered agent and office is:

Tyler J. Mayne
236 Outlook Point Drive, Suite 800,
Orlando, FL 32809

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


Name: Tyler J. Mayne

Dated this 10 day of November, 2020.

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STATE OF FLORIDA