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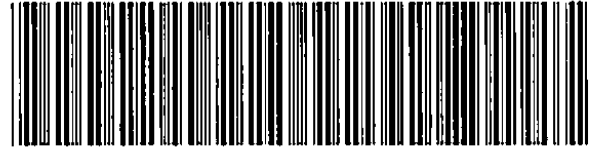
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STATE OF FLORIDA
TALLAHASSEE

Jan 4, 2021
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Commissioner Russell C. Weigel, III

December 30, 2020

VIA INTEROFFICE MAIL

Timothy Burch
New Filings Section
Senior Section Administrator
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Mr. Burch:

Please file the enclosed "Articles of Organization" for Fidelity Family Trust Company, Winter Park, Florida, at your earliest convenience.

Enclosed is a check payable to the Florida Division of Corporations representing payment for the filing fee of the Restated Articles of Incorporation and two certified copies.

Check No.	Amount
# 005579	\$ 155.00

The distribution of the certified copies should be as follows:

- (1) One copy to: Office of Financial Regulation
 Division of Financial Institutions
 200 East Gaines Street
 Tallahassee, Florida 32399-0371
- (2) One copy to: Stephen G. Vogelsang
 Pressly, Pressly, Randolph & Pressly
 251 Royal Palm Way, Suite 300
 Palm Beach, FL 33480
 stephen@pprplaw.com
 (561) 659-4040

If you have any questions, please do not hesitate to contact Kim McGill at Kim.McGill@flofr.com or (850) 410-9524.

Sincerely,

Jason M. Guevara
Financial Administrator
Division of Financial Institutions

**ARTICLES OF ORGANIZATION
OF
FIDELITY FAMILY TRUST COMPANY LLC
a Florida limited liability company**

FILED
2020 DEC 30 PM 9:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the provisions of the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "LLC Act"), hereby adopts the following Articles of Organization:

ARTICLE I

Name

The name of the Limited Liability Company is FIDELITY FAMILY TRUST COMPANY LLC (the "Company").

ARTICLE II

Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

ARTICLE III

Nature of Business

The Company shall be a Florida family trust company as defined under the Florida Family Trust Company Act, Chapter 662, *Florida Statutes*, as amended, and in effect from time to time (the "FTC Act"). In accordance with Section 662.130 of the FTC Act, the Company may do any of the following:

- (1) Serve as a personal representative or co-personal representative of a probate estate administered outside the State of Florida;
- (2) Unless prohibited by either the FTC Act or the Company's Operating Agreement (as amended or amended and restated from time to time, the "Operating Agreement"), serve as attorney-in-fact or agent under a power of attorney other than a power of attorney governed by Chapter 709, *Florida Statutes*, as amended;

(3) Unless prohibited by either the FTC Act or the Operating Agreement, act as a sole fiduciary or co-fiduciary, including acting as a trustee, advisory agent, assignee, assignee for the benefit of creditors, authenticating agent, bailee, bond or indenture trustee, conservator, conversion agent, custodian, escrow agent, fiscal or paying agent, financial advisor, guardian, investment advisor or manager, managing agent, purchase agent, receiver, registrar, safekeeping or subscription agent, transfer agent (except for public companies), warrant agent, or any similar capacity generally performed by corporate trustees, and in so acting, possess, purchase, sell, invest, reinvest, safekeep, or otherwise manage or administer the real or personal property of family members or other eligible recipients of the Company's services (each as set forth and defined under the FTC Act);

(4) Exercise any and all of the powers of a limited liability company organized under the laws of the State of Florida which are reasonably necessary to enable the Company to fully exercise, in accordance with the commonly accepted customs and usages, a power conferred by the FTC Act;

(5) Delegate duties and powers in accordance with Section 736.0807, Florida Statutes, including investment functions pursuant to Section 518.112, Florida Statutes, and any other applicable law, and retain agents, attorneys, accountants, investment advisers, or other individuals or entities to assist or advise the Company, including, but not limited to, retaining a bank trust department or a public trust company;

(6) Perform all acts necessary for exercising the powers set forth in the FTC Act and all other applicable laws of the State of Florida;

(7) Any other act set forth as a permitted power of a family trust company by the FTC Act; and

(8) Any and all lawful acts or business permitted under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes; provided, however, that such acts, powers, and business shall not exceed any limitations imposed by the FTC Act.

The Company may act as a fiduciary for and provide other services to one or more family members, as defined under the FTC Act, and no more than 35 individuals who are not family members but are current or former employees of an entity which is a family member, as provided under the FTC Act unless otherwise prohibited by the Agreement. Notwithstanding the foregoing, the Company shall not do any of the following:

(1) Engage in commercial banking; provided, however, that the Company may establish accounts at financial institutions for its own purposes or on behalf of family members to whom it provides services;

(2) Engage in fiduciary services with the general public;

(3) Offer its services to the general public;

(4) Serve as a personal representative or co-personal representative of a probate estate administered in the State of Florida; and

(5) Serve as an attorney in fact or agent, including as a co-attorney in fact or co-agent, under a power of attorney pursuant to Chapter 709, Florida Statutes.

ARTICLE IV

Address

The initial principal office address and mailing address of the Company is 3300 University Boulevard, Suite 218, Winter Park, Florida 32792.

ARTICLE V

Initial Registered Agent and Registered Office

The street address of the initial registered office of the Company is 3300 University Boulevard, Suite 218, Winter Park, Florida 32792, and the name of the initial registered agent of the Company at that address is R. Thomas Mayes, Jr.

ARTICLE VI

Management

The Company shall be manager-managed in accordance with the Agreement.

ARTICLE VII

Membership Certificates

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE VIII

Indemnification

(a) The Manager and the officers of the Company, and their respective administrators, personal representatives, legal representatives, heirs, successors, and permitted assigns (who for the purposes of this Section shall each be referred to as an "Indemnitee") shall be indemnified and held harmless by the Company from and against any and all liabilities, losses, damages, claims, demands, actions and rights of action (including reasonable attorneys' fees and paralegals' fees and costs, whether suit is instituted or not, and if instituted, whether at pretrial, trial or appellate level) relating to or arising out of the business of the Company, or the exercise by the Indemnitee of any authority conferred on him under this Agreement or the performance by the Indemnitee of any of its duties and obligations under this Agreement. Notwithstanding anything herein to the contrary, no Indemnitee shall be entitled to indemnification under this Agreement with respect to any claim, issue or matter (i) in respect of which the Indemnitee (or the Company as a result of the Indemnitee's act or omission) has been adjudged liable for fraud, gross negligence or willful misconduct, (ii) based upon or relating to a material breach by such Indemnitee of any term or provision of this Agreement or (iii) for which indemnification is prohibited under the Act.

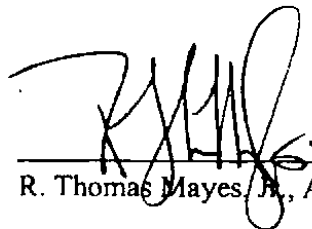
(b) Advancement of Expenses. Expenses incurred by the Indemnitee in connection with any claim shall be paid by the Company in advance upon the request of the Indemnitee. The Indemnitee hereby undertakes to repay to the Company the amount of any expenses advanced by the Company to the extent that it is ultimately determined that the Indemnitee is not entitled to indemnification pursuant to the terms of this Agreement. The Indemnitee's obligation to repay the Company shall be unsecured and no interest shall be charged thereon.

ARTICLE IX

Amendment

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation. Any such amendment to these Articles of Organization must first be approved by the Florida Office of Financial Regulation in accordance with the FTC Act.

IN WITNESS, WHEREOF the undersigned has executed these Articles as of the 2nd day of December, 2020.



R. Thomas Mayes, Jr., Authorized Person

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, R. Thomas Mayes, Jr. hereby accepts the appointment as registered agent and agrees to act in this capacity. R. Thomas Mayes, Jr. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.


R. Thomas Mayes, Jr.

Dated: 12/2, 2020

OFFICE OF FINANCIAL REGULATION CERTIFICATION

APPROVED by the Office of Financial Regulation this _____ day of _____
2020.

Tallahassee, Leon County, Florida

Russell C. Weigel, III
Commissioner
Office of Financial Regulation

APPROVAL

The foregoing Articles of Organization are approved by the Florida Office of Financial Regulation
this 23rd day of December, 2020.

Tallahassee, Florida



Russell C. Weigel, III

Commissioner

Florida Office of Financial Regulation

FILED
2020 DEC 30 PM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA