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### FLORIDA LIMITED LIABILITY CO.

Lift Jax 1065 Spearing, LLC

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**ARTICLES OF ORGANIZATION  
OF  
LIFT JAX 1065 SPEARING, 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 Lift Jax 1065 Spearing, LLC (the "Company").

**ARTICLE II - ADDRESS**

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

40 E. Adams Street, Suite 200  
Jacksonville, Florida 32202

**ARTICLE III - PURPOSE**

The Company is organized and shall be operated exclusively for the same purposes as its sole member, Lift Jax, Inc., a corporation qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, and the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, the Company primarily is organized to own and operate real property and improvements to further the charitable purposes of Lift Jax, Inc. Notwithstanding the generality of the foregoing, the powers of the Company shall be subject to the following limitations and restrictions:

(a) The Company shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the Company shall inure to the benefit of, or be distributable to, directly or indirectly, its managers, officers, or other private persons; provided, however, that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles, and shall be authorized and empowered to make distributions solely to members that are organizations described in Section 501(c)(3) of the Code; and

(c) No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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

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The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

#### **ARTICLE IV - REGISTERED OFFICE AND AGENT**

The Company (i) designates 1548 Lancaster Terrace, Jacksonville, Florida 32204 as the street address of the Company's registered office, and (ii) names Brian J. Hershorin as the Company's registered agent at that address to accept service of process within the State of Florida.

#### **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 provisions contained in the Company's Operating Agreement, or until the earlier of such manager's death, removal or resignation:

David Garfunkel  
40 E. Adams Street, Suite 200  
Jacksonville, Florida 32202

#### **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 (a) a written statement requesting such advance, (b) evidence of the expenses incurred, and (c) 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. Anything in this Article VI to the contrary notwithstanding, (a) no indemnification or advancement of expenses will be permitted if such indemnification would violate the purposes of the Company or would be inconsistent with Section 501(c)(3) of the Code, and (b) the liability of the Company's managers and officers is further limited to the extent it would be limited by Section 617.0834 of the Florida Not For Profit Corporation Act if the Company were a not-for-profit corporation and such managers and officers were directors and officers, respectively, of a corporation.

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The undersigned authorized representative, for the purpose of forming a limited liability company under the laws of the State of Florida, has executed these Articles of Organization.

  
\_\_\_\_\_  
David Garfunkel, 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 the Florida Revised Limited Liability Company Act, and (ii) acknowledges that the undersigned is familiar with and accepts the obligations of such position.

Dated: December 17, 2022  
Brian V. Hershorin

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