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REFERENCE : 038046 10915A

AUTHORIZATION :

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ORDER DATE : November 19, 1998

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ORDER NO. : 038046-005

CUSTOMER NO: 10915A

CUSTOMER: Peggy Adolphson, Legal Asst  
JAMES V. WALKER & ASSOCIATES,  
JAMES V. WALKER & ASSOCIATES,  
P. O. Box 676

Ponte Vedra Bea, FL 32004-0676

DOMESTIC FILING

NAME: WF HOLDINGS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF ORGANIZATION  
OF  
WF HOLDINGS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be WF HOLDINGS, L.L.C. ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be 363 Atlantic Blvd., Suite 3, Atlantic Beach, Florida 32233.

**ARTICLE III -- DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

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

The name and street address of the registered agent of the Company in the State of Florida is Randal C. Fairbanks, 217 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082.

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

**ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or its interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management

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of the business and affairs of the Company or become a member unless all the other members of the Company (other than the member proposing to dispose of his or her interest) approve of the proposed transfer by unanimous written consent. Notwithstanding the foregoing, the Managing Member shall have the right to transfer his interest to a corporation, limited liability company or limited partnership owned or controlled by him and such transferee shall have the right to participate in the management of the company and become a member without obtaining the consent or approval of the other members of the Company.

#### ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the Company is continued by the consent of the vote of a majority-in-interest of the remaining members.

#### ARTICLE IX -- MANAGEMENT

The Company shall be managed by one or more managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The initial Managers of the Company shall be Paul S. Ferber and William L. Wallace, both of whom are located at 363 Atlantic Blvd., Suite 3, Atlantic Beach, Florida 32233.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ponte Vedra Beach, Florida, on this 16 day of November, 1998.

The Ferber Company, Inc.  
Member

By: [Signature]  
Paul S. Ferber, President

STATE OF FLORIDA )

COUNTY OF ST. JOHNS )

The foregoing Articles of Organization were acknowledged before me this 17<sup>th</sup> day of November, 1998, by Paul S. Ferber, President of The Ferber Company, Inc., ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification, and who acknowledged that he signed such instrument of his own free will.

[Signature: Janet R. Hamilton]  
Notary Public, State of Florida at Large  
Notary's printed or stamped name:  
My commission expires:  
May 26, 2002



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## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **WF HOLDINGS, L.L.C.** as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



Randal C. Fairbanks

Registered Agent

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### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **WF HOLDINGS, L.L.C.** deposes and says:

1. The above named limited liability company has two initial members.
2. The total amount of cash contributed by the member(s) is \$55,000.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$55,000. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: 11-16, 1998.

**The Ferber Company, Inc.**  
Member

By: [Signature]  
Paul S. Ferber, President

STATE OF FLORIDA )

COUNTY OF ST. JOHNS )

The foregoing Affidavit was acknowledged before me this 17<sup>th</sup> day of November, 1998, by **Paul S. Ferber, President of The Ferber Company, Inc.**, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification, and who acknowledged that he signed such instrument of his own free will.

[Signature]

Notary Public, State of Florida at Large

Notary's printed or stamped name:

My commission expires:

May 26, 2002



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