

L99:0000000324

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TALLAHASSEE, FLORIDA

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LAW OFFICES OF CLIFFORD FOSTER III, P. A.
732 Harbor Boulevard
Destin, FL. 32541
clifford@cfosterlaw.com
(850) 225-8014

September 22, 2014

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

SUBJECT: ORION FINANCIAL, LLC

Dear Sir or Madam:

The enclosed Amended and Restated Articles of Organization and Filing Fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Clifford Foster, III
Law Offices of Clifford Foster, III P.A.
732 Harbor Boulevard
Destin, FL 32541
E-mail address: clifford@cfosterlaw.com

For Further information concerning this matter, please call: Clifford Foster, III at (850) 225-8014.

Enclosed is a check for \$2500 in payment of the Filing Fee

Yours very truly,


Clifford Foster, III

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
ORION FINANCIAL, LLC**

I, the undersigned duly authorized member and subscriber to these Amended and Restated Articles of Organization of Orion Financial, LLC (formerly known as "Orion Financial, L.C." and as "Orion Financial LLC"), a Florida limited liability company formed pursuant to Articles of Organization filed on January 20, 1999 and assigned Florida document number L99000000324, as amended by Articles of Amendment filed May 5, 2008 and August 13, 2014, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Amended and Restated Articles of Organization for the purpose of amending and restating the Articles Of Organization of Orion Financial, LLC to read in its entity as follows:

ARTICLE ONE

The name of the limited liability company shall be ORION FINANCIAL, LLC (the "Company").

ARTICLE TWO

The mailing address and principal place of business of the Company shall be 732 HARBOR BLVD., DESTIN, FL 32541, or such other place or places as the members from time to time may determine.

ARTICLE THREE

The name and address of the registered agent of the Company and the registered office shall be unchanged, viz: CLIFFORD FOSTER, III and 732 HARBOR BLVD., DESTIN, FL 32541.

ARTICLE FOUR

The Company will be a Manager-Managed Company. The Manager is authorized and empowered to manage and control the Company. The name and address of the Manager is:

STATE STREET FINANCIAL CORPORATION
732 HARBOR BLVD.,
DESTIN, FL 32541

ARTICLE FIVE

The Company shall have perpetual existence commencing on the date of filing these Articles of Organization in the Office of the Secretary of State of the State of Florida.

ARTICLE SIX

The Company is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida. Additionally, the general nature of the business or businesses to be transacted shall be:

(a) To conduct, maintain, operate, and to do business in any activity within the purpose for which a limited liability company may be organized under the Florida Limited Liability Company Act.

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TALLAHASSEE
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(b) To own real and personal property, and to use, operate, maintain, remodel, improve, and generally deal with and in the same, and any appurtenances convenient, desirable, or necessary in the conduct and operation of the lawful business of the Company.

(c) To do all and everything necessary or proper for the accomplishment of the objects and purposes of the Company, as determined by the Company's members in their discretion and consistent with the laws of the State of Florida, or as necessary or incidental to the protection and benefit of the Company, and in general to carry out any lawful business, regardless of whether such business is similar in nature to the objects as set forth herein, and in any part of the world, either as principal, agent, contractor, or otherwise, and either alone or in conjunction with any other persons, firm, associations, corporation, or other entities, both within and without the State of Florida, to the same extent as natural persons lawfully might or could do, insofar as acts may be permitted to be done by a limited liability company organized under the laws of the State of Florida.

ARTICLE SEVEN

Additional members may be admitted, at such times and on such terms and conditions, as are consistent with the requirements of the Operating Agreement of the Company.

ARTICLE EIGHT

The remaining members of the Company may continue the business of the Company upon the termination of membership of a member in the Company (by reason of death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of the occurrence of any other event terminating membership in the Company) upon unanimous agreement in accordance with the Operating Agreement of the Company.

ARTICLE NINE

The Company shall have all of the powers enumerated in the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, as such chapter presently exists or may hereafter be amended.

ARTICLE TEN

The name and address of the subscriber to these Amended and Restated Articles of Organization of Orion Financial, LLC:

CLIFFORD FOSTER, III
732 HARBOR BLVD.,
DESTIN, FL 32541

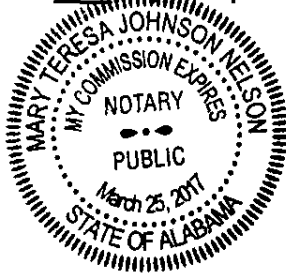
IN WITNESS WHEREOF, the undersigned, as duly authorized member and representative pursuant to unanimous written consent of all members of the Company in lieu of a meeting, has executed the foregoing Amended and Restated Articles of Organization on this 22nd day of September, 2014. (In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. The undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.).


CLIFFORD FOSTER, III

STATE OF ALABAMA
COUNTY OF MOBILE

I, the undersigned Notary Public in and for said State and County hereby certify that Clifford Foster, III, whose name is signed to the foregoing instrument and who is personally known to me, acknowledged before me on this 22 day of September, 2014 that being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand, this 22 day of September, 2014.



Mary Teresa Johnson Nelson
NOTARY PUBLIC
My Commission Expires: March 25, 2017

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TALLAHASSEE, FLORIDA