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FLORIDA LIMITED LIABILITY CO.  
FRARES, LLC

Certificate of Status	1
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Page Count	05
Estimated Charge	\$130.00

REGISTRY STATE  
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2021 AUG 11 PM 2:59

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2021 AUG 11 PM 4:36

# ARTICLES OF ORGANIZATION OF FRARES, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Act, Florida Statutes Chapter 605, hereby makes, acknowledges, and files the following Articles of Organization.

## ARTICLE 1 - NAME

The name of the limited liability company shall be FRARES, LLC

## ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 3125 NE 163 street, North Miami Beach FL, 33160 and the mailing address shall be the same.

## ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State of Florida.

## ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.



SECRETARY OF STATE  
TALLAHASSEE, FL

2021 AUG 11 PM 3:00

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#### ARTICLE 5 – PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any and all lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### ARTICLE 6 – REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent of this Company is New Capital Management LLC, 3125 NE 163 street, North Miami Beach FL, 33160.

#### ARTICLE 7 – 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 upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no rights to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE 8 – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 all the remaining members, provided there are at least one remaining member.


ARTICLE 9 – MANAGEMENT

The Company shall be managed by a manager(s) 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 regulations and management of the affairs of the Company not inconsistent with law of these articles of Organization. The name of such manager(s) who is/are to serve as manager(s) is/are:

Manager:

New Capital Management LLC, 3125 NE 163 street, North Miami Beach, FL, 33160.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this August 11, 2021.

  
\_\_\_\_\_

Monica Posin

Authorized Representative

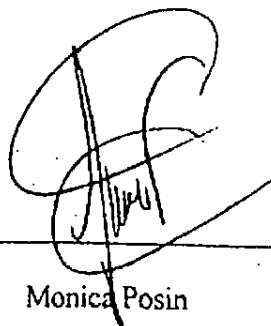
New Capital Management, LLC

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

PURSUANT TO THE PROVISIONS OF SECTION 605, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA

1. The name of the Limited Liability Company is FRARES, LLC.
2. The name and the Florida street address of the registered agent and office are: NEW CAPITAL MANAGEMENT LLC, Whose address(s) shall be, 3125 NE 163 street, North Miami Beach, FL, 33160.
3. 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 as provided for in Chapter 605, Florida Statutes.

Date: August 11, 2021



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Monica Posin

Authorized Representative

New Capital Management, LLC