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From: Kimberly Laughrey

Division of Corporations

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FLORIDA LIMITED LIABILITY CO.
135 Sky, LLC

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ARTICLES OF ORGANIZATION

OF

135 SKY, LLC

**IN COMPLIANCE WITH THE FLORIDA REVISED LIMITED LIABILITY
COMPANY ACT (CHAPTER 605, FLORIDA STATUTES).**

ARTICLE I.

NAME

The name of the Limited Liability Company shall be: 135 Sky, LLC

ARTICLE II.

PRINCIPAL OFFICE

The street and mailing address of the principal office of the Limited Liability Company is:

9110 Strada Place, Suite 6210
Naples, Florida 34108

ARTICLE III.

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the Registered Agent is as follows:

C.T. Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

**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 AM FAMILIAR
WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.**

Jennifer Vincent
Signature/Registered Agent

04/07/2017
Date

**ARTICLE IV.
MEMBER MANAGED**

The Limited Liability Company is to be managed by a Managing Member, B2 Equity Holdings, Inc. as provided in the Limited Liability Company's Operating Agreement. The address of the Managing Member is: 9110 Strada Place, Suite 6210, Naples, Florida 34108

**ARTICLE V.
INDEMNIFICATION; LIMITATION OF MANAGER LIABILITY**

To the fullest extent permitted by Florida law, the Limited Liability Company shall indemnify, advance expenses to and hold harmless any and all persons who serve or served as the General Manager, a manager or an officer of the Limited Liability Company or, while serving in the aforesaid capacity, may at the request of the General Manager, a manager or an officer of the Limited Liability Company serve or have served as managers or officers of another company in which the Limited Liability Company at such time owned or may own shares or interests or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns (each a "Covered Person"), who were or are made or are threatened to be made parties to or are otherwise involved in any civil, criminal, administrative or investigative action, suit or proceeding by reason of being or having been managers or officers of the general manager, a manager or officer of the Limited Liability Company, or a manager or officer of such other company, except in the case such Covered Person is adjudged to be liable for: (i) conduct involving bad faith, willful or intentional misconduct or a knowing violation of law; (ii) a transaction from which he or she derived an improper personal benefit; (iii) improper distributions by the Limited Liability Company; or (iv) a breach of the duties or obligations set forth in Florida Statutes, Section 605.04091 or any successor provision, taking into account any variations of such duties and obligations that are permitted to be provided for in the Limited Liability Company's operating agreement in accordance with Florida Statutes, Section 605.0105(4) or any successor provision. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of a stockholder, or otherwise.

No manager (including the General Manager) of the Limited Liability Company shall have any personal liability to the Limited Liability Company or its members arising out of any action, whether by or in the right of the Limited Liability Company or otherwise, for monetary damages for breach of his or her duty as a manager, except for liability for conduct involving bad faith, willful or intentional misconduct or a knowing violation of law. This Article shall not impair any right to receive indemnity or insurance from the Limited Liability Company or any third party which any manager may now or hereafter have. Any repeal or modification of this Article shall not impair or otherwise adversely affect any limitation on, or elimination of, the personal liability of a manager effected hereby with respect to acts or omissions occurring prior to such repeal or modification.

The undersigned, constituting the initial Member of the Limited Liability Company, hereby executes these Articles of Organization by and through its duly authorized Owner and Chairman.

B2 Equity Holdings, Inc.
Initial Member

By: _____

David P. Biggers, Jr.
Owner and Chairman
B2 Equity Holdings, Inc.

Date: _____

4/11/17

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