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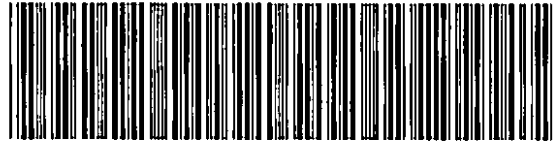
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COVER LETTER

**TO: New Filing Section
Division of Corporations**

SUBJECT: PrimeTime South Florida, LLC.
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lydia Hernandez

Name of Person

FD Initiatives, Inc.

Firm/Company

20533 Biscayne Blvd., Suite 4-915

Address

Aventura, Florida 33180

City/State and Zip Code

info@fdinitatives.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lydia Hernandez

786

999-3552

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☒ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

New Filing Section Division
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

2020 APR -7 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

ARTICLES OF ORGANIZATION
OF
PRIMETIME SOUTH FLORIDA, LLC.
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the limited liability company (the "Limited Liability Company") is PRIMETIME SOUTH FLORIDA, LLC.

ARTICLE II - PRINCIPAL ADDRESS AND MAILING ADDRESS

The address of the principal office of the Limited Liability Company is 20533 Biscayne Blvd., Suite 4-915, Aventura, Florida 33180 and whose mailing address is P.O. BOX 630310, Miami, Florida 33163.

ARTICLE III - COMMENCEMENT AND DURATION

Pursuant to Section 604.407, Florida Statutes, this Limited Liability Company shall commence upon the date of execution of these Articles of Organization. This Limited Liability Company shall have perpetual existence.

ARTICLE IV - PURPOSE


This Limited Liability Company is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue (the "Code"), including, without limitation, the following:

- (a) To operate for purposes beneficial to the State of Florida and the South Florida community as a whole and the promotion of in-depth coverage of High School Interscholastic Sports, and the social and educational benefits of student-athletes, their parents, and the community. The Limited Liability Company shall sponsor, organize, produce, promote and/or participate in festivals, expositions, athletic contests and other similar or allied projects in the South Florida community, and to showcase the athletic talent in the region while promoting economic development, tourism and showcasing the cultural diverse communities in South Florida.
- (b) To accept, hold, administer, invest and disburse for the purposes set forth above such funds or property as may from time to time be given to it by any persons, corporations or other entities, or earned by it in its activities; and
- (c) To carry on such other activities in furtherance and support of the foregoing purposes as are lawful and proper for a company formed under Section 501(c)(3) of the Code.

ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Frandley DeFilie. The Florida street address of the registered agent of the Limited Liability Company is 20533 Biscayne Blvd., Suite 4-915, Aventura, Florida 33180.

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, F.S.



Frandley DeFilie, Registered Agent

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 06 day of April 2020

/s/

Frandle DeFilie, Authorized Person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am 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.

ARTICLE VI - MANAGEMENT

This Limited Liability Company is member managed. The name, title, and address of the individual authorized to manage and control the Limited Liability Company is FD Initiatives, Inc., Manager, 20533 Biscayne Blvd., Suite 4-915, Aventura, Florida 33180.

ARTICLE VII – DISSOLUTION

Upon the dissolution or winding up of the Limited Liability Company, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Limited Liability Company, shall be distributed to such of its member(s) as are then described in Section 501(c)(3) of the Code or, if no member is then so described, to an organization or organizations with similar purposes and aims. Each such organization shall be described in Section 501(c)(3) of the Code.

ARTICLE VIII – LIMITATIONS

Notwithstanding any powers granted to the Limited Liability Company under its Operating Agreement or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

- (a) No part of the net earnings of the Limited Liability Company shall inure to the benefit of any director or officer of the Limited Liability Company or any private individual (except that reasonable compensation may be paid for services rendered to or for the Limited Liability Company affecting one or more purposes, and except to the extent that benefit accrues to persons in accordance with the carrying out of the Limited Liability Company's charitable purposes as herein defined), and no director or officer of the Limited Liability Company or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Limited Liability Company.
- (b) No substantial part of the activities of the Limited Liability Company shall be the carrying on of propaganda or otherwise attempting to influence legislation.
- (c) The Limited Liability Company shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (d) Notwithstanding any other provision of these Articles of Organization, the Limited Liability Company shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Sections 170(c)(2), 2522(a)(2) or 2055(a)(2) of the Code.

IN WITNESS WHEREOF, PRIMETIME SOUTH FLORIDA, LLC., has caused these Articles of Organization to be executed by its duly authorized representative as of April 06, 2020

/s/

Frandle DeFilie, Authorized Person

