

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 322-1222

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Pruph Entertainment, LLC

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name

Date

Time

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ARTICLES OF ORGANIZATION
OF
PRUPH ENTERTAINMENT, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned subscribers to these Articles of Organization being natural persons competent to contract, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a Limited Liability Company for profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company shall be
PRUPH ENTERTAINMENT, L.L.C.

ARTICLE II
PURPOSE AND POWERS

This Limited Liability Company shall be organized for the purpose of creating, producing, promoting and distributing popular recorded music with musical artists contractually obligated to Company for such purposes and others. Company may take any action incidental to the furtherance of that purpose. The Company may also engage in any other legal business activities as agreed to by the LLC Members in accordance with procedures set forth in the Operating Agreement and Regulations when executed by all Members, as may be amended.

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The general powers of the Company necessary to carry out its business and affairs, including, without limitation, the power to:

- (1) Sue and be sued, and defend, in its name.
- (2) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (3) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property.
- (4) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (5) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the limited liability company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.
- (6) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.
- (7) Conduct its business, locate offices, and exercise the powers granted by this chapter within or without this state.
- (8) Select managers and appoint officers, directors, employees, and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.

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- (9) Make donations for the public welfare or for charitable, scientific, or educational purposes.
- (10) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.
- (11) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.
- (12) Make payments or donations or do any other act not inconsistent with law that furthers the business of the limited liability company.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III
EXISTENCE & EFFECTIVE DATE

The Limited Liability Company shall have perpetual existence. These Articles of Organization shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

ARTICLE IV
COMPANY ADDRESS

The street address of the principal office of this Limited Liability Company and its mailing address shall be 7105 Cumberland Place, Tampa, Florida 33617. The LLC Members may from

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time to time designate such other address and place for the principal office of this Company as they shall determine.

ARTICLE V REGISTERED AGENT & OFFICE

The Company has appointed Mr. Lorenzo Rodrigues at 7105 Cumberland Place, Tampa, Florida 33617, County of Hillsborough, State of Florida, as its agent to accept service of process within this state. The address of the registered agent and the registered office of Company is 7105 Cumberland Place, Tampa, Florida 33617. Mr. Lorenzo Rodrigues, having been named to accept service of process for Pruph Entertainment, L.L.C. at the address herein designated acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for Company.

ARTICLE VI MANAGEMENT

The Company will be managed by its Members, in accordance with the terms and provisions as fully set forth in the Operating Agreement and Regulations of Pruph Entertainment, L.L.C. as executed by the Initial Managing Members. The following individuals at their respective addresses are the Initial Managing Members of Company: Lorenzo Rodrigues, 7105 Cumberland Place, Tampa, Florida 33617; Christopher Rodrigues, 5027 Chalet Court, Apt. 509, Tampa, Florida 33617; Omar Phipps, 1701 Albemarle Road, Apt. F4, Brooklyn, New York 11226; Jose Scott, 222 East 17th Avenue, Brooklyn, New York 11226.

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ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

The Company may admit additional or substitute members only with the approval of all LLC Members entitled to vote. A member may withhold approval of the admission of any person for any or no reason.

ARTICLE VIII
MEMBERS RIGHT TO CONTINUE BUSINESS

The Company will not dissolve upon a member's removal. The Company's business may be continued if remaining members owning all of the capital and profits interests consent to continuance within ninety (90) days after the event that terminates a member's membership.

ARTICLE IX
AMENDMENTS

These Articles of Organization may be amended in the manner provided for by law as set forth herein. Every amendment must be proposed by a current voting LLC Member and such proposed amendment must be approved by a Majority, consisting of LLC Members entitled to vote thereon, and manifesting their intention in writing that a certain amendment to these Articles of Organization be made.

IN WITNESS WHEREOF, I the undersigned Representative of all Initial Managing Members of Pruph Entertainment, L.L.C. hereby set my hand and seal this 9th day of May, 2000, to these Articles of Organization to make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a Limited Liability Company for profit in accordance with the laws of the State of Florida and certify that the facts herein stated are true.

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TALLAHASSEE, FLORIDA

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AND
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Lorenzo A. Rodriguez

LORENZO RODRIGUES,
LLC REPRESENTATIVE & MEMBER

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments in the aforesaid State and County personally appeared **Lorenzo Rodriguez**, well known to me to be the person described in the foregoing instrument and he personally acknowledged before me that he has executed these Articles of Organization for the purposes expressed therein.

WITNESS my hand and official seal in the aforesaid State and County this 9 day of May, 2000.



Lucette Marie Lowery
My Commission CC716618
Expires February 15, 2002

Lucette Marie Lowery
SIGNATURE OF NOTARY PUBLIC / STATE OF FLORIDA

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