

Division of Corporations

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**FLORIDA LIMITED LIABILITY CO.  
RPM of Panama City, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 0        |
| Page Count            | 07       |
| Estimated Charge      | \$130.00 |

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**ARTICLES OF ORGANIZATION  
OF  
RPM of Panama City, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, F.S. Chapter 605, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be RPM of Panama City, LLC, ("Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company shall be:

2012 Tupelo Court  
Panama City, Florida 32405

**ARTICLE III - PURPOSE**

The purpose for which the Company is formed is to own and operate a production company, with a main focus on filming, and to exercise all other powers necessary to, or reasonably connected therewith, as well as to exercise all other rights and operate other businesses as authorized by Florida Law.

**ARTICLE IV - DURATION**

The Company shall commence its existence on the date these articles of organization are filed with the Secretary of State. The Company's existence shall be

Edward A. Hutchison, Jr.  
Florida Bar #0002858  
BURKE BLUE HUTCHISON WALTERS & SMITH, P.A.  
P.O. Box 70  
Panama City, Florida 32402  
(850) 769-1414

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perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

#### ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

NAME: Vikki Lynn Rose  
ADDRESS: 2012 Tupelo Court  
Panama City, Florida 32405

#### ARTICLE VI - CAPITAL CONTRIBUTIONS

The member of the Company shall contribute to the capital of the company the cash or property set forth in the operating agreement.

#### ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

The member shall make additional capital contributions to the Company only upon the consent of the members.

#### ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional member shall be admitted to the Company except in accordance with the terms of the Operating Agreement of the Company.

#### ARTICLE IX - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, insanity, retirement, resignation or expulsion of a member, or on 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 any remaining members in the Company, provided there is at least one remaining member.

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**ARTICLE X - MANAGEMENT**

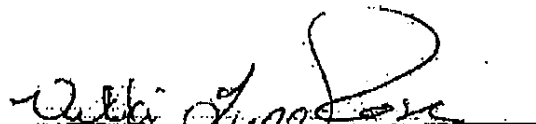
The Company shall be manager managed. The Manager shall be exclusively appointed by the Member in accordance with regulations adopted by the Members for the management of the business and affairs of the Company as set forth in the Operating Agreement. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial Manager of the Company is:

| <u>NAME</u>          | <u>ADDRESS</u>                               | <u>OFFICE</u> |
|----------------------|--|---------------|
| Alexandra Elise Rose | 107 East 106, Apt. 2-F<br>New York, NY 10029 | Manager       |

The name and address of the sole member of the Company is:

| <u>NAME</u>     | <u>ADDRESS</u>                                  | <u>OFFICE</u> |
|-----------------|---|---------------|
| Vikki Lynn Rose | 2012 Tupelo Court<br>Panama City, Florida 32405 | Member        |

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Panama City, Bay County, Florida, on this 28<sup>th</sup> day of January, 2016.

  
Vikki Lynn Rose

NOTARY ACKNOWLEDGMENT ON FOLLOWING PAGE

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STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of January, 2016, by  
Vikki Lynn Rose, who: (notary must check applicable box).

- ☒ is personally known to me.  
☒ produced a current FL driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.

Catherine M. Ford  
Notary

(Print Name)



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**EXHIBIT A TO ARTICLES OF ORGANIZATION  
DESCRIPTION OF CAPITAL CONTRIBUTIONS**

| <b><u>NAME</u></b> | <b><u>CONTRIBUTION</u></b> |
|--------------------|----------------------------|
| Vikki Lynn Rose    | \$1,000                    |

Additional capital to be contributed pursuant to the Operating Agreement of the Company.

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of the members of RPM of Panama City, LLC, deposes and says:

1. The above named limited liability company has 1 member.
2. The total amount of cash contributed by the member is \$1,000.00.
3. The total amount of cash or property anticipated to be contributed by the member is \$1,000.00. This total includes amount from Exhibit "A" above.

THE AFFIANT SAYS NOTHING FURTHER.

This the 26<sup>th</sup> day of January, 2016.

Vikki Lynn Rose  
Vikki Lynn Rose

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STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of January, 2016, by Vikki Lynn Rose, who: (notary must check applicable box).

- ☒ is personally known to me.  
☒ produced a current FL driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.



Catherine M. Ford  
Notary

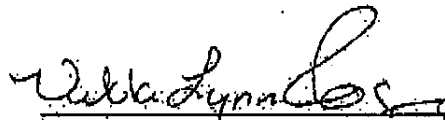
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### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization RPM of Panama City, LLC, as registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the positions of registered agent.



By: Vikki Lynn Rose

Registered Agent

Address: 2012 Tupelo Court  
Panama city, FL 32406

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