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L16000123332

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X-FACTOR PRODUCTIONS LLC

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FIRST AMENDED AND RESTATED ARTICLES OF ORGANIZATION

The Articles of Organization for X-Factor Productions LLC (the "Company") were filed on June 27, 2016, and were made effective on June 21, 2016, and assigned document number L16000123332 (the "Articles of Organization").

Pursuant to the provisions of Chapter 605 of the Florida Revised Limited Liability Company Act (the "Act") and the operating agreement of the Company, if any such agreement exists, the filing of this document amends and restates the Articles of Organization.

ARTICLE I NAME

The name of the limited liability company is:

X-Factor Dance, LLC

ARTICLE II ADDRESSES

The Company's mailing address is:

1111 Indigo Drive
Celebration, FL 34747

The Company's principal place of business is located at:

1111 Indigo Drive
Celebration, FL 34747

ARTICLE III PURPOSE

The Company is organized for the purpose of conducting any and all business and activities permitted by the Act and any other applicable laws of the State of Florida and the United States of America. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

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IN AND FOR THE COUNTY OF ORANGE, FLORIDA

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ARTICLE IV DURATION

Unless earlier terminated under the Act or the Company's written operating agreement, the duration of the Company is perpetual.

ARTICLE V REGISTERED OFFICE AND AGENT

The registered agent, and registered office in Florida for the Company going forward, is:

Lindsay Taylor
1111 Indigo Drive,
Celebration, FL 34747

The undersigned is familiar with and accepts the duties and responsibilities as registered agent for the Company stated under § 605.0113(3), Fla. Stat.; namely, (a) to forward to the limited liability company or registered foreign limited liability company, at the address most recently supplied to the agent by the company or foreign limited liability company, a process, notice, or demand pertaining to the company or foreign limited liability company which is served on or received by the agent, and (b) if the registered agent resigns, to provide the notice required under § 605.0115(2) to the company or foreign limited liability company at the address most recently supplied to the agent by the company or foreign limited liability company.

By: _____



Lindsay Taylor

ARTICLE VI CAPITAL CONTRIBUTIONS

The members may contribute capital to the Company in the manner prescribed by the Company's written operating agreement executed by all members, as it may be amended from time to time.

ARTICLE VII MEMBERSHIP

Except as expressly provided in a written operating agreement executed by all members, the Company shall have at least one member at all times and may only admit additional

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members upon the prior, unanimous written agreement of all then-existing members. Notwithstanding any oral or written agreement to the contrary, a person or entity who is a prospective member of the Company does not attain status as a member unless the Company has issued a valid equity unit certificate in the name of the member that is signed by the Company's manager or other duly authorized representative. The certificate need not be sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective member's status as a member is thereby made effective retroactively or prospectively according to the date on the certificate. The certificate may be in digital form and maintained by the Company.

ARTICLE VIII EFFECT OF FORECLOSURE AND CHARGING ORDER ON MEMBERSHIP INTEREST

As long as the Company has more than one member, the remedy of foreclosure or charging order on a judgment debtor's interest in the limited liability company or against rights to distribution from the limited liability company is not available, and if any attempt to foreclose on a member's interest is successful, and the creditor is not a member of the Company or a party controlled or under the direction of a member of the Company, the Company shall immediately purchase the foreclosed interest for \$1.00. If any attempt to enforce a charging order is successful, and the creditor is not a member of the Company or a party controlled or under the direction of a member of the Company, the Company shall no longer issue distributions of profits or losses to the membership interest effected by such an order, until the effect of such an order is removed. Such distributions of profit and losses which would normally be issued to such membership interest effected by a charging order, but are withheld, shall be distributed to the remaining membership interest on a pro rata basis. Nothing in this section should be construed to reduce member's debtor rights under the law.

ARTICLE IX SECURITY INTEREST IN COMPANY AND COMPANY ASSETS

No party is granted a consensual security interest in the Company membership interest or assets to pursue the remedies available to a secured creditor under section 605.0503 of the Act or any other law applicable to secured creditors, without the written approval of all Managers.

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**ARTICLE X
CONTINUITY**

Unless otherwise expressly provided in a written operating agreement, on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Acts, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the written consent of the Company's remaining members.

**ARTICLE XI
MANAGEMENT**

Unless otherwise as expressly provided in a written operating agreement, the Company will be managed by a manager or managers. The managers of the Company and manager's addresses are:

Lindsay Taylor	Suzanne Miller
1111 Indigo Drive	1111 Indigo Drive
Celebration, FL 34747	Celebration, FL 34747

**ARTICLE XII
INDEMNITY**

Unless otherwise expressly in a written operating agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

**ARTICLE XIII
EFFECTIVE DATE**

Pursuant to §605.0207(6)(b), Fla. Stat., the effective date of these amended and restated articles for the Company is the date these articles are filed with the State of Florida.



Lindsay Taylor, Manager

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