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**FLORIDA LIMITED LIABILITY CO.**  
**that LYFE THE LIFE — CLASS, LLC**

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November 18, 2016

HOLBROOK, AKE

FLORIDA DEPARTMENT OF STATE  
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Please use the words of a limited liability company or the words  
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November 7, 2016

FLORIDA DEPARTMENT OF STATE

Division of Corporations

HOLBROOK, AKEL, COLD, RAY & REICHARD

SUBJECT: CLASS, LLC  
REF: W16000075367

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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION  
OF  
THAT LYFE, LLC

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The undersigned subscribers to the Articles of Organization, each a natural person competent to contract, hereby associate themselves together to form a limited liability company under the provisions of Chapter 605 of the laws of the State of Florida.

ARTICLE I

The name of the limited liability company is: THAT LYFE, LLC

ARTICLE II

The duration of this limited liability company shall be perpetual.

ARTICLE III

The initial address of the place of business in the State of Florida of this limited liability company is One Independent Drive, Suite 2301, Jacksonville, Florida 32202, and the initial mailing address is the same.

ARTICLE IV

The registered office shall be One Independent Drive, Suite 2301, Jacksonville, Florida 32202, and the registered agent at that same address is Daniel D. Akel, Esquire.

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ARTICLE V

The members of this limited liability company may admit additional members upon the unanimous approval of the existing members and the contribution of cash or property in an amount to be unanimously approved by the existing members.

ARTICLE VI

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the liability company, the business of the limited liability company may be continued if all of the remaining members unanimously consent to such continuance of business.

ARTICLE VII

This limited liability company is to be managed by a manager or managers, acting by the consent of the majority of them, and the name and address of the initial managers who are to serve as managers until the first annual meeting of members or until successor or successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Kenneth D. Akel	1 Independent Drive, Suite 2301 Jacksonville, Florida 32202
Matthew Nemetz	1 Independent Drive, Suite 2301 Jacksonville, Florida 32202
Nayan Mohapatra	1 Independent Drive, Suite 2301 Jacksonville, Florida 32202

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ARTICLE VIII

The date of the existence of the limited liability shall be the date of the filing of the Articles of Organization by the Department of State of the State of Florida.

ARTICLE IX

The Articles of Organization of this limited liability company maybe amended in any manner permitted by Chapter 605, Florida Statutes.

ARTICLE X

Management of the limited liability company shall be vested in a manager or managers who shall be elected annually by the members in the manner prescribed by and provided in the regulations of the limited liability company. The manager or managers may or may not be members. The manager or managers shall also hold the offices and have the responsibilities accorded to them by the members and set out in the operating agreement of the limited liability company. All rights of members of this limited liability company shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

ARTICLE XI

The power to adopt, alter, amend, or repeal the regulations of this limited liability company shall be vested in the manager or managers of the company. Regulations adopted by the manager or managers maybe repealed or altered; new regulations may be adopted by the members; and the members may prescribe in any regulations made by them that such regulations

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may not be altered, amended or repealed by the manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not in consistent with law or the Articles of Organization.

ARTICLE XII

No debt shall be contracted nor liability incurred by or on behalf of this limited liability company except by the majority of its managers.

ARTICLE XIII

The interest of a member in the limited liability company may be transferred or assigned as provided in the operating agreement; however, if all of the other members of this limited liability company other than the member proposing to dispose of his or its interest do not approve of the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of this limited liability company or to become a member. Such transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

SIGNED by the undersigned as the authorized representative of the member, this 4<sup>th</sup> day of November, 2016.

  
DANIEL D. AKEL

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ACKNOWLEDGEMENT AND ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process as registered agent for the above stated limited liability company, I hereby accept the appointment as registered agent and I agree to act in this capacity and agree to comply with the provisions of said act relative to keeping open the registered office at the address below.



DANIEL D. AKEL  
One Independent Drive, Suite 2301  
Jacksonville, Florida 32202

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