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BW/PCS**FLORIDA LIMITED LIABILITY CO.****DC MIAMI INTERNATIONAL UNIVERSITY OF ART & DESIGN, LLC**

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**ARTICLES OF ORGANIZATION
OF
DC MIAMI INTERNATIONAL UNIVERSITY OF ART & DESIGN, LLC**

The undersigned, acting as an authorized representative of the initial member of the above captioned Limited Liability Company, under the provisions of the Florida Revised Limited Liability Company Act, Chapter 605, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I
NAME & ADDRESS**

The name of this limited liability company is DC MIAMI INTERNATIONAL UNIVERSITY OF ART & DESIGN, LLC (the "Company"), and its principal office and mailing address is 1501 Biscayne Boulevard, Suite 100, Miami, FL 33132.

**ARTICLE II
EFFECTIVE DATE; DURATION**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State. The duration of the Company is perpetual.

**ARTICLE III
PURPOSE**

The Company is organized, and shall be operated exclusively, for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"). Any activity which is inconsistent therewith is prohibited and is void *ab initio*.

Randy K. Sterns, Esq. Florida Bar No.: 293865 Bush Ross, P.A. 1801 N. Highland Avenue, Tampa, FL 33602 Facsimile Audit No.: H17000080575 3
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ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 1801 N. Highland Avenue, Tampa, Florida 33602, and the initial registered agent of the Company at such address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

ARTICLE V
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VI
MANAGEMENT OF THE COMPANY

The Company shall be managed by a manager or managers who shall be elected by the members in the manner set forth in the Company's Operating Agreement. The initial managers shall be Matthew Barnett, Randall K. Barton and Brent Richardson.

ARTICLE VII
EXERCISE OF POWERS; MEMBERS

When exercising its powers, the Company shall be operated exclusively in a manner that will compliment and further promote the exempt purpose of its sole member, The Arts Institutes International, LLC, an Arizona non-profit limited liability company that qualifies as a charitable organization within the meaning of Section 501(c)(3) of the Code. Membership in the Company shall be limited solely to the entities which qualify as a public charity within the meaning of Section 501(c)(3) of the Code. The name and address of the Company's current sole member is:

The Arts Institutes International, LLC,
an Arizona non-profit limited liability company
7135 E. Camelback, Suite F 240
Scottsdale, AZ 85251.

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ARTICLE VIII
NOT-FOR-PROFIT; PUBLIC CHARITY

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in Article III hereof. No substantial part of the activities of the Company shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Company shall not participate in, intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision contained herein, the Company shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a limited liability company, contributions to which are deductible under Section 170(c)(2) of the Code. No amendment to the Company's Articles of Organization may be adopted unless such amendments are consistent with and enable the Company to maintain its tax exempt status as a public charity under Section 501(c)(3) of the Code. The Company may not merge or consolidate with or convert into an entity that is not exempt under the provisions of Section 501(c)(3) of the Code.

ARTICLE IX
DISSOLUTION

In the event of dissolution or final liquidation of the Company, neither the property of the Company nor proceeds thereof *may* be distributed or divided among the employees or officers of the Company or inure to the benefit of an individual. Upon the dissolution of the Company, assets shall be distributed to: (i) its sole member, if it then exists as a public charity under

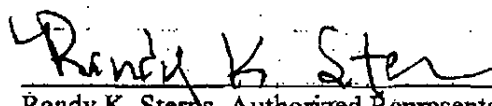
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Section 501(c)(3) of the Code and if does not exist to The Dream Center Foundation, a California nonprofit corporation if it then exists as an organization under Section 501(c)(3) of the Code; (ii) if neither the sole member nor The Dream Center Foundation exist in that capacity, then the assets shall be distributed as directed by the member (or its successor) so long as it is organized and operated for charitable purposes under tax exempt status under Section 501(c)(3) of the Code; or (iii) In the unlikely event a qualifying organization cannot be found under the provisions of the immediately preceding subsections, then the remaining assets shall be distributed to a nonprofit organization which is organized and operated as a public charity under tax exempt status under Section 501 (c)(3) of the Code giving preference to one having purposes nearest the purposes of The Dream Center Foundation, a California nonprofit corporation.

ARTICLE X
INDEMNIFICATION

If the criteria set forth in §605.0408, *Florida Statutes*, or any successor statute, and any criteria set forth in the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §605.0408, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 23rd day of March, 2017.


Randy K. Stern, Authorized Representative

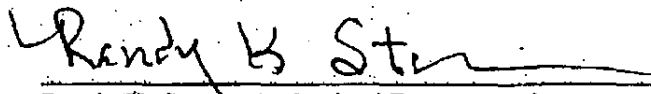
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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

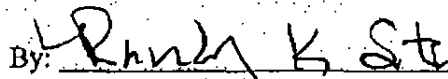
Pursuant to the provisions of Chapter 605, *Florida Statutes*, DC MIAMI INTERNATIONAL UNIVERSITY OF ART & DESIGN, LLC desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.


Randy K. Stern, Authorized Representative

ACKNOWLEDGMENT

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named Company and agrees to act as such in accordance with the provisions of Chapter 605, *Florida Statutes*.

BUSH ROSS REGISTERED AGENT
SERVICES, LLC

By: 
Randy K. Stern, Vice President

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