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FLORIDA LIMITED LIABILITY CO.  
Surge Theory, LLC

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APR 20 2017

**SURGE THEORY, LLC**

**ARTICLES OF ORGANIZATION**

The undersigned, being duly authorized by the prospective members thereof, hereby forms a limited liability company pursuant to the Revised Florida Limited Liability Act (the "Act"), and, in connection therewith, hereby certifies and states as follows:

1. Name. The name of the limited liability company (the "Company") is:

**SURGE THEORY, LLC**

2. Purposes and Powers. The purposes for which the Company is formed are to engage in any lawful business for which limited liability companies may be formed under the Act. The Company shall have all the general powers granted by law to limited liability companies formed under the laws of the State of Florida and all other powers not inconsistent with law which are appropriate to attain its purposes.

3. Principal Office. The street and mailing addresses of the principal office of the Company are:

**One South School Avenue, Suite 500  
Sarasota, Florida 34337**

4. Registered Agent. The name and street address in the State of Florida of the registered agent of the Company are:

**Martin Hurwitz  
One South School Avenue, Suite 500  
Sarasota, Florida 34337**

5. Management. The Company is to be managed by one or more managers, and is, therefore, a manager-managed company. None of the members of the Company shall have the authority to act as an agent on behalf of the Company or to otherwise bind the Company solely by reason of being a member of the Company.

6. Limitation of Liability to Third Parties. To the fullest extent permitted by Florida law, as it may be amended from time to time, no person who at any time was or is a member or agent of the Company shall be personally liable for the obligations of the Company, whether arising in contract, tort or otherwise, solely by reason of being a member or agent of the Company.

7. Limitation of Liability to the Company. To the fullest extent permitted by Florida law, as it may be amended from time to time, no person who at any time was or is a member or agent of the Company shall be personally liable to the Company for any act or omission, done in good faith, and within what was reasonably believed to be within the scope of his or her actual authority and the scope of the business of the Company.

8. Indemnification. To the fullest extent permitted by Florida law, as it may be amended

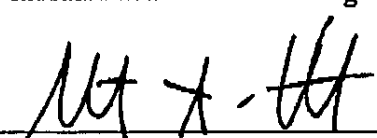
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from time to time, the Company shall indemnify and hold harmless each person who at any time is or was a member or agent of the Company against any and all claims, actions, suits, demands, costs, expenses (including reasonable attorneys' fees and disbursements incurred in defending against the same), damages and losses as a result of any allegation, claim or legal proceeding relating to any act or omission concerning the activities of the Company, unless such person was culpable of recklessness or willful or wanton misconduct in connection with the matter giving rise thereto. The Company also shall pay or reimburse all reasonable expenses incurred by a present or former member or agent of the Company in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) in which the present or former member or agent is a party, in advance of the final disposition of the proceeding, to the fullest extent permitted by, and in accordance with the applicable requirements of, Florida law as it may be amended from time to time.

9. Amendments Not to Affect Benefits. No amendment of these Articles of Organization or repeal of any of its provisions shall limit or eliminate any of the benefits provided to members and agents of the Company in these Articles in respect of any act or omission that occurred prior to such amendment or repeal.

10. Perpetual Existence. The Company shall be formed on the date these Articles of Organization are accepted and recorded by the Secretary of State of the State of Florida and shall continue in existence perpetually unless and until dissolved in accordance with the Act or the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the 19th day of April, 2017.

  
\_\_\_\_\_  
Martin Hurwitz, Authorized Representative

Acceptance of Registered Agent

The undersigned, having been named in the foregoing Articles of Organization as the registered agent to accept service of process for the above-named limited liability company at the place designated herein, do accept the appointment of registered agent made herein and agree to act in this capacity for the above-named limited liability company. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

  
\_\_\_\_\_  
Martin Hurwitz

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