

8/2/2017

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FLORIDA LIMITED LIABILITY CO.

Trzy Studios, LLC

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J. FASON

AUG 03 2017

**ARTICLES OF ORGANIZATION
OF
TRZY STUDIOS, LLC**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is Trzy Studios, LLC.

**ARTICLE II
Address**

The initial mailing address of the Company's principal office is 1208 13th Avenue W., Bradenton, FL 34205. The initial street address of the Company's principal office is 1208 13th Avenue W., Bradenton, FL 34205.

**ARTICLE III
Purpose and Duration**

The purpose of this Company is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Company shall have all powers given limited liability companies under the Laws of the State of Florida. The period of duration of this Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Karen D. Ruby. The address of the Company's registered office in Florida is 1208 13th Avenue W., Bradenton, FL 34205.

**ARTICLE V
Management**

A. The Company is to be managed by Managers who will generally serve from annual meeting to annual meeting of the Members (or until a replacement is qualified and elected) unless the Company's Operating Agreement dictates otherwise. The initial Managers, however, shall serve at least until the organizational meeting of the Company and are identified as follows:

Karen D. Ruby, whose address is 1208 13th Avenue West, Bradenton, FL 34205
Chris A. Webb, whose address is 19312 Bowles Knob Dr., Rockville, VA 23146
Lynn M. Walker, whose address is 1102 12th Street West, Bradenton, FL 34205

B. The Managers, acting jointly and not alone, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 605.0109, as from time to time amended, including, but not limited to, conduct the Company's business and the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

1. Without having first obtained the prior written consent of all the Members, the Managers shall not cause or permit the Company to:

a. Sell, convey, transfer, assign, mortgage, refinance, pledge, encumber, trade, exchange, or otherwise dispose of, or lease for more than 15 years, or execute and deliver any deed, mortgage, or lease of, any Company real property, or any part or interest thereof, or;

b. File a petition in bankruptcy, make a general assignment for the benefit of creditors, or apply for other such relief available under similar laws or regulations, or;

c. Hire, terminate, or modify the terms of employment of any Manager, or;

d. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;

e. Invest in the debt or equity of any other entity, or;

f. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

2. Without having first obtained the prior written consent of all of the Members, amend these Articles or the Operating Agreement of the Company to:

a. Reduce the "LLC Interest" (as defined in the Company's Operating Agreement), "Member Status" (as defined in the Company's Operating Agreement), rights, privileges, or benefits or enlarge the duties and obligations of the Members, or;

b. Enlarge the LLC Interest, Member Status (if applicable), rights, privileges, or benefits or reduce the duties and obligations of the Managers, or;

c. Modify the duration of this Company, or;

- d. Affect the rights or restrictions regarding the assignability of Member Status or Transferable Interest, or;
- e. Amend this Article V, or;
- f. Dissolve or terminate the existence of this Company, or;
- g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

C. A "majority in interest" of Managers or Members, without more, shall mean a simple majority of the Managers, or, as to the Members, a simple majority of their "LLC Interest Percentages" (as defined in the Company's Operating Agreement) in the Company.

ARTICLE VI

Continuation of Business

A majority in interest of the remaining Members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company.

ARTICLE VII

Profits and Losses Allocation

Profits and losses will be allocated to the Members in accordance with the Operating Agreement of the Company.

ARTICLE VIII

Amendments

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a Manager other than the executing Member, provided, however, that if a single party is the sole Member and Manager, only that party shall be required to sign said Articles of Amendment.

ARTICLE IX

Commencement

Pursuant to the provisions of Chapter 605, Florida Statutes, this Company shall begin in existence on the 1st day of August, 2017, at 12:01 a.m.

(H17000201882.3)

IN WITNESS WHEREOF, the undersigned Member or an authorized representative of a Member has executed these Articles of Organization as of the 1st day of August, 2017.



Karen D. Ruby, Member

(H17000201882.3)

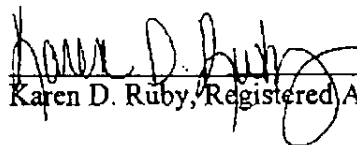
**CERTIFICATE OF DESIGNATED
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes Sections 605.0201 and 605.0113, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for Trzy Studios, LLC:

1. My name as registered agent and the address of my office, which shall serve as the registered office for the above-referenced limited liability company, are: Karen D. Ruby, 1208 13th Avenue West, Bradenton, FL 34205.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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.

Dated as of August 1, 2017.



Karen D. Ruby, Registered Agent