

Division of Corporations

Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
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FLORIDA LIMITED LIABILITY CO.

SMW Venture Capital, LLC

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SEP 05 2017

K. Brumbley

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
SMW Venture Capital, LLC

Article II. Address

The street address of the Company's initial principal office is:
SMW Venture Capital, LLC
1194 SW Live Oak Cove
Port St. Lucie FL 34986

The mailing address of the Company's initial principal office is:
SMW Venture Capital, LLC
1194 SW Live Oak Cove
Port St. Lucie FL 34986

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Article III. Registered Agent

The name and street address of the Company's registered agent is:

Mark Brechbill
215 SW Federal Hwy Ste 200
Stuart FL 34994

Article IV. Classes of Membership

The Company's Operating Agreement provides for a number of classes of membership that bestow specific rights and obligations on the members of each class, depending on the member's participation in that class. These rights and obligations are unique to each class and may include the right to become a member; vote; receive guaranteed payments or preferential distributions, either upon liquidation or prior to liquidation; the ability to collateralize their membership interest; as well as any obligation to provide additional capital, or guarantee debt. The Operating Agreement may also place restrictions on the ability to control or influence the management of the Company, the timing and payment of distributions, the allocation of profits, losses, and ownership, the transferability of a member's membership interest,

Mark Brechbill, PLLC
215 SW Federal Hwy Ste 200
Stuart FL 34994
772-220-3380 x 100

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including the right to vote that interest, and the liquidation or dissolution of the Company.

Article V. Transferability of Membership Interests

Except as otherwise provided in the Operating Agreement, no member may transfer all or any part of his or her interest to any person, whether voluntarily, involuntarily or by operation of law, without the prior written consent of all of the members, which consent may be withheld in the sole and absolute discretion of the members. Transfer includes the sale, exchange, pledge, encumbrance or other transfer or disposition by a member of any part of his or her interest, whether for valuable consideration or as a gift. Furthermore, in no event shall any transferee or assignee of an interest have any right to be admitted to the Company as a member, whether or not the transfer was approved by the prior written consent of all of the members. If a transfer of a member's interest is approved by the prior written consent of the members, but the transferee is not admitted to the Company as a member, then the transferee shall have no right to become a member, to participate in the management of the Company, or to exercise any of the rights or powers of a member. The transferee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the transferor was entitled, to the extent assigned, pursuant to the rights and obligations of that class of membership interest as delineated in the Company's Operating Agreement.

Article VI. Distributions

Unless otherwise provided in the Company's Operating Agreement, distributions upon liquidation, or prior to liquidation, guaranteed payments for services or guaranteed payments for the use of capital, and any other return of capital, preferential or otherwise, is at the sole and absolute discretion of the Manager, who is not required to be a member, and whose election, appointment, or removal may be restricted by the Operating Agreement, or may require the written consent of all voting members, or of the Manager.

Article VII. Management

The Company will be Manager managed, and the Manager may, but does not have to be a member. The name and address of the Manager is:

Matthew D. Johnston
1194 SW Live Oak Cove
Port St. Lucie FL 34986

Mark Brechbill, PLLC
215 SW Federal Hwy Ste 200
Stuart FL 34994
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Article VIII. Company Existence

The Company's existence shall begin effective as of September 1, 2017.

The undersigned authorized representative of a member executed these Articles of Organization on 9/1/2017.


MARK BRECHBILL, PLLC

by Karen Montano, Attorney-in-Fact

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Stuart FL 34994
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

SMW Venture Capital, LLC

REGISTERED AGENT/OFFICE:

Mark Brechbill

215 SW Federal Hwy Ste 200

Stuart FL 34994

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


MARK BRECHBILL

by Karen Montano, Attorney-in-Fact

Date: September 1, 2017.

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