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Email Address: CandiceStoneandgerken.com

**FLORIDA LIMITED LIABILITY CO.**

**Upscale Ally, LLC**

|                       |          |
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| Certificate of Status | 0        |
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K. Brumbley

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ARTICLES OF ORGANIZATION

OF

UPSCALE ALLY, LLC

ARTICLE I  
NAME

The name of this Limited Liability Company is **UPSCALE ALLY, LLC**.

ARTICLE II  
DURATION

This limited liability company shall have a perpetual existence commencing on the date these Articles are filed with the Secretary of State for the State of Florida, unless sooner terminated as provided herein.

ARTICLE III  
PURPOSE

This limited liability company is created for the purpose of transacting all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act as agreed upon by the member.

ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this limited liability company shall be 1309 Kellogg Drive, Tavares, Florida 32778, or such other place or places as the member from time to time may determine.

The mailing address of this limited liability company shall be 1309 Kellogg Drive, Tavares, Florida 32778.

The initial Registered Agent of this limited liability company shall be **Karin A. Carroll**, 1309 Kellogg Drive, Tavares, Florida 32778.

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**ARTICLE V  
MANAGEMENT OF THE BUSINESS**

This limited liability company shall be a manager-managed company. The initial manager shall be **Karin A. Carroll** whose address is 1309 Kellogg Drive, Tavares, Florida 32778. Such manager shall continue to manage this limited liability company until a qualified successor is duly elected as provided in the Operating Agreement of the Company, provided that if there is no Operating Agreement, qualification and election shall be controlled by the default provisions of the Revised Limited Liability Company Act or its successor.

**ARTICLE VI  
PROPERTY**

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this limited liability company.

**ARTICLE VII  
AMENDMENTS**

These Articles, except for the vested rights of the members, may be amended from time to time by two-thirds (2/3) majority-in-interest of the members, and the amendments shall be filed with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on this 2nd day of October, 2017.

  
\_\_\_\_\_  
**Karin A. Carroll**  
Member or Authorized Representative

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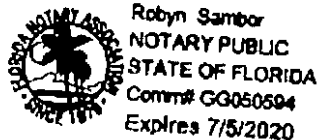
STATE OF FLORIDA  
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Karin A. Carroll, who is personally known to me or produced FLD as identification, and who executed the foregoing instrument and she acknowledged before me that she executed the same in his capacity as a Member or Authorized Representative.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of October, 2017.

Robyn Sambar  
NOTARY PUBLIC  
Robyn Sambar  
Notary Public Printed Name

My Commission Expires:



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Oct. 4. 2017 8:41AM

No. 1364 P. 5

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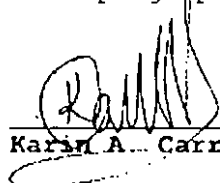
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Section 605.0113, Florida Statutes, the following  
is submitted, in compliance with said Act:

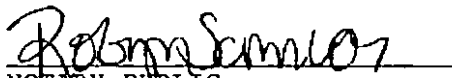
First - that UPSCALE ALLY, LLC, desiring to organize under the  
laws of the State of Florida with its principal office, as indicated  
in the Articles of Organization, at 1309 Kellogg Drive, Tavares,  
Florida 32778, has named Karin A. Carroll, of 1309 Kellogg Drive,  
Tavares, Florida 32778, as its agent to accept service of process  
within this State.

**ACKNOWLEDGEMENT**

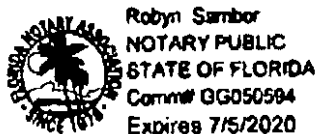
Having been named to accept service of process for the above  
stated Company, at the place designated in this certificate, I hereby  
accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said offices.

  
Karin A. Carroll, Registered Agent

Sworn to and subscribed before  
me this 2nd day of October, 2017  
by Karin A. Carroll.

  
NOTARY PUBLIC

My Commission Expires:



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