

Florida Department of State
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Division of Corporations
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From:

Account Name : STANLEY A. GOLDSMITH, ATTORNEY AT LAW
Account Number : I20000000069
Phone : (941)955-4990
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**FLORIDA LIMITED LIABILITY CO.
Five Points Investment Advisors, LLC**

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ARTICLES OF ORGANIZATION

OF

FIVE POINTS INVESTMENT ADVISORS, LLC

a Florida Limited Liability Company

FIRST: The name of the Limited Liability Company shall be FIVE POINTS INVESTMENT ADVISORS, LLC (hereinafter referred to as the "Company").

SECOND: The mailing address and street address of the principal office of the Limited Liability Company is 1415 Second Street, Unit 1021, Sarasota, Florida 34236.

THIRD: The duration of the Company's existence shall be perpetual.

FOURTH: The purposes for which the Company is organized are any and all lawful purposes for which a Limited Liability Company may be organized pursuant to the laws of the State of Florida and the United States.

FIFTH: The Company shall be managed by its Manager(s). Initially, there shall be ONE (1) Manager whose name and address is THOMAS A. ESPOSITO, 1415 Second Street, Unit 1021, Sarasota, Florida 34236. THOMAS A. ESPOSITO shall also serve as Initial Principal, President, Secretary, and Treasurer of the Company.

SIXTH: Company shall be initially authorized and empowered to issue one class of Membership Unit.

SEVENTH: By majority vote of authorized and outstanding Membership Units, the Members may agree to admit additional Members to join the Company and establish the terms of their contributions to join.

EIGHTH: In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the business thereof.

NINTH: Whenever a Member or his legal representative requests a step-up election under Section 754 of the Internal Revenue Code as the same may be amended from time to time, such election shall be made as all Members of the Limited Liability Company, upon subscription for units therein, hereby irrevocably consent to such election when requested by any other Member.


TENTH: Whenever income is earned by the Company, there shall be, at a minimum, sufficient distribution of income to its Members to allow them to pay, on a timely basis, all of their U.S. Federal, State and local tax liabilities imposed by virtue of their membership interest in the Company.

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ELEVENTH: The undersigned hereby forms the Company and by signing below, certifies in accordance with Florida Statute 605.0201 (4) that the Company will have at least one Member at the time the Articles of Organization become effective. These Articles of Organization shall become effective on their filing date.

Member


THOMAS A. ESPOSITO Date
1415 Second Street
Unit 1021
Sarasota, FL 34236


TWELFTH: I hereby agree to serve as Initial Manager of the Company


THOMAS A. ESPOSITO Date
1415 Second Street
Unit 1021
Sarasota, FL 34236

THIRTEENTH: Pursuant to the provisions of Section 605.0113, Florida Statutes, the Company designates the name and address of its Registered Agent and office as follows:

Stanley A. Goldsmith
2937 Bee Ridge Road
Suite 9
Sarasota, Florida 34239

FOURTEENTH: To the Manager of FIVE POINTS INVESTMENT ADVISORS, LLC Having been named as Registered Agent and to accept Service of Process for the Company at the place designated in these Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.


STANLEY A. GOLDSMITH
2937 Bee Ridge Road, Suite 9
Sarasota, Florida 34239

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