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ARTICLES OF ORGANIZATION

OF

PHOENIX PALAFOX, L.L.C.

The undersigned, being authorized to execute and file these Articles on behalf of the members for the purpose of forming a professional limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, does hereby certify and adopt these Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be "PHOENIX PALAFOX, L.L.C." ("Company").

ARTICLE II - ADDRESS

The mailing address of the principal office of the Company shall be 120 East Main Street, Suite D, Pensacola, Florida 32502, and the street address of the principal office of the Company shall be 120 East Main Street, Suite D, Pensacola, Florida 32502.

ARTICLE III - DURATION and PURPOSE

The Company shall commence on the date of filing these Articles of Organization with the Florida Department of State and the Company's existence shall be perpetual. The primary purposes of the Company shall be real estate investments and development and any and all lawful business.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Kerry Anne Schultz, Esquire, 2045 Fountain Professional Ct., Suite A, Navarre, Florida 32566.

ARTICLE V - CAPITAL CONTRIBUTIONS

The cash and/or property contributed to the Company by its members and the members' obligations to make additional contributions to the Company shall be prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

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ARTICLE VI – MANAGER OR MANAGING MEMBER

The name and address of each Manager or Managing Member is as follows:

Name and Address:

Title:

Michael Anthony Carro
and Danielle Christine Carro, as Co-Trustees of
The CARRO REVOCABLE TRUST,
dated April 24, 2017
120 East Main Street, Suite D
Pensacola, Florida 32502

Manager and Member

Teddy Lyn Mansfield, as Trustee of
The Teddy Lyn Mansfield Revocable Trust
Dated December 8, 2000
223 Sabine Drive
Pensacola Beach, Florida 32561

Member

Robert Joel Smith and Wendy Smith,
husband and wife as tenancy by the entireties
3165 Windermere Drive
Pensacola, Florida 32503

Member

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Additional members may not be admitted except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members. Members' interests in the Company may not be transferred except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE VIII – MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, withdrawal, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE IX - MANAGEMENT

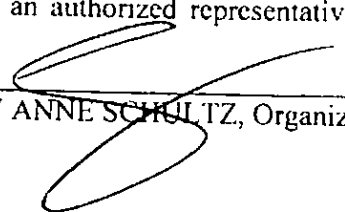
The Company shall be manager-managed in accordance with the Operating Agreement of the Company as adopted and agreed upon by the members.

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ARTICLE X - AMENDMENT

These Articles of Organization and the Operating Agreement of the Company may be amended from time to time as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

IN WITNESS WHEREOF, the undersigned hereby acknowledges and executes these Articles of Organization on behalf of and as an authorized representative of the members and of the Company.

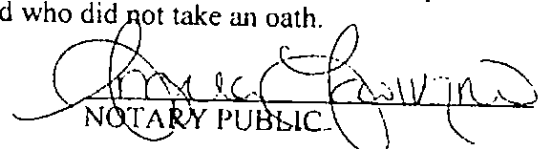

KERRY ANNE SCHULTZ, Organizer

STATE OF FLORIDA
COUNTY OF SANTA ROSA

Sworn to and subscribed before me this 24th day of January, 2018, by Kerry Anne Schultz, who () is personally known to me or who () has produced _____, as identification and who did not take an oath.



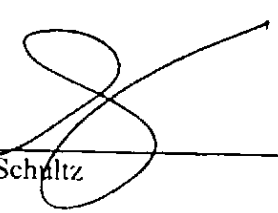
ANGELA FAULKNER
MY COMMISSION # FF 931941
EXPIRES: November 7, 2019
Bonded thru Budget Notary Services


NOTARY PUBLIC

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

KERRY ANNE SCHULTZ, the designated resident agent of **PHOENIX PALAFOX, L.L.C.**, does hereby certify that her business address is 2045 Fountain Professional Court, Suite A, Navarre, Florida 32566, do hereby accept the designation and appointment as resident agent of **PHOENIX PALAFOX, L.L.C.**, a Florida Limited Liability Company, and am familiar with and accept the duties and obligations of registered agent.

DATED this 24th day of January, 2018.


Kerry Anne Schultz

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 24th day of January, 2018, by KERRY ANNE SCHULTZ who () is personally known to me or who () has produced a driver's license as identification and has taken an oath



ANGELA FAULKNER
MY COMMISSION # FF 931941
EXPIRES: November 7, 2019
Bonded thru Budget Notary Services


NOTARY PUBLIC