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Florida Department of State
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Email Address: Turnbull@crarybuchanan.com

FLORIDA LIMITED LIABILITY CO.
Sculpture Associates, LLC

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MAR 22 2018

T. SCOTT

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March 21, 2018

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CRARY, BUCHANAN, BOWDISH, ET AL

SUBJECT: SCULPTURE ASSOCIATES, LLC
REF: W18000027487

We have received your document for SCULPTURE ASSOCIATES, LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

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Keyna E Page
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FAX Aud. #: H18000079735
Letter Number: 818A00005693

**ARTICLES OF ORGANIZATION OF
SCULPTURE ASSOCIATES, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that

ARTICLE I — Name

The name of the limited liability company (hereinafter referred to as the "Company") is "Sculpture Associates, LLC."

ARTICLE II — Address

The mailing address and street address of the principal office of the Company is 3804 Crossroads Parkway, Fort Pierce, FL 34945.

ARTICLE III — Registered Agent

The name and the Florida street address of the initial registered agent is W. Scott Turnbull, Cary Buchanan, P.A., 759 S.W. Federal Highway, Suite 106 Stuart, Florida 34994

ARTICLE IV — Management

The Company is a manager-managed entity. The manager is Brunner F. Barrie.

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

ARTICLE VI — Limitation on Agency Authority of Members

Pursuant to Chapter 605 of the Florida Revised Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

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Article VII – 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 VIII – Distribution of Profits

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.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 12th day of March, 2018.

W. S. Turnbull
Signature of authorized representative

William S. Turnbull
Typed or printed name of signee

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 605, Florida Statutes.

W. S. Turnbull
Signature of Registered Agent

William S. Turnbull
Typed or printed name of signee

Scott, Tyrone K.

From: LouAnn Rutkowski <LouAnn@crarybuchanan.com>
Sent: Thursday, March 22, 2018 11:07 AM
To: Scott, Tyrone K.
Subject: Sculpture Associates, LLC
Attachments: LTF Div of Corp re doc not legible please resubmit (00901117).PDF; Cover Sheet with Articles (00895214).PDF

Mr. Scott,

If you can please use original submission date of March 12, 2018. Thank you.

WISWOO

LouAnn Rutkowski
Corporate Assistant
Crary ❖ Buchanan, PA
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Stuart, Florida 34994
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