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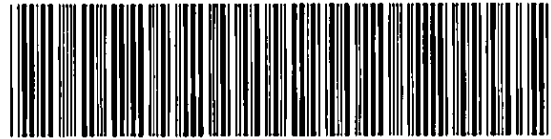
(Business Entity Name)

(Document Number)

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ATTORNEY GENERAL

J. FASON

MAY 08 2018

COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: Socratik, LLC  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Erin W. Duncan  
Name of Person

Gardner, Bist, Bowden, Bush, Dee, Lavin & Wright  
Firm/Company

1300 Thomaswood Drive  
Address

Tallahassee, FL 32308  
City/State and Zip Code

andrea.barnhill37@gmail.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Erin Duncan at ( 850 ) 385-0070  
Name of Person Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

## **ARTICLES OF ORGANIZATION OF SOCRATIK, LLC**

The undersigned certifies that she has determined, for the purpose of becoming a limited liability company under the laws of the State of Florida, to provide for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles of Organization ("Articles") shall serve as the Charter and authority for the conduct of business of the limited liability company.

### **ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **Socratik, LLC**, and its principal office shall be located at 255 SW 11<sup>th</sup> St. #1506, Miami, Florida 33130, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate. The mailing address of the limited liability company is 255 SW 11<sup>th</sup> St. #1506, Miami, Florida 33130.

### **ARTICLE II PURPOSES AND POWERS**

The limited liability company is formed for, and is authorized to transact business in accordance with, the following limited purposes:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general and without limiting the foregoing, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent that a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, government, or governmental authority, or any political or administrative subdivision or department, and to perform, carry out, assign, cancel, or rescind any such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the

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furtherance of any of the powers set forth in these Articles, either alone or in association with others, incidental or pertaining to, or arising out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and the statements contained in each clause shall, except as otherwise expressed herein, not be limited or restricted by reference to or inference from the terms of any other clause. The statements in each clause shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act that a limited liability company may not lawfully carry on, exercise, or do under Florida law.

### **ARTICLE III MANAGEMENT**

The business and affairs of this limited liability company shall be managed by one or more Managers, all of whom shall be elected by the Members. The name and address of the initial Co-Managers, who shall serve until his or her successor is elected and qualified, is as follows:

**Andrea Barnhill**  
**255 SW 11<sup>th</sup> St. #1506**  
**Miami, Florida 33130**

**Tyler Cooper**  
5027 Santa Monica Ave Apt. A  

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San Diego, California 92107

### **ARTICLE IV MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members, as provided in the Operating Agreement for **Socratik**. Contributions required of new members shall be determined as of the time of their admission to the limited liability company.

A Member's interest in the limited liability company may not be sold or otherwise transferred, except as provided in the Operating Agreement.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the limited liability company, the remaining Members shall have the right to continue the business of the limited liability company, provided that all of the remaining Members consent.

### **ARTICLE V CAPITAL CONTRIBUTIONS**

Capital contributions shall be paid to the limited liability company by each Member and shall correspond with the amount of the Member's ownership interest in the limited liability company. Additional contributions shall be governed by the provisions of the Operating Agreement.

## **ARTICLE VI PROFITS AND LOSSES**

(a) Profit Sharing. The Members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each Member shall be entitled to a distributive share of the profits equal to their ownership interest, as reflected on the books of the limited liability company. The distributive share of the profits shall be determined and paid to the Members as and when approved by the Manager.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business and shall be allocated to the Members accounts in shares equal to their ownership interests, as reflected on the books of the limited liability company.

## **ARTICLE VII DURATION**

This limited liability company shall be perpetual, unless it is dissolved in a manner provided by law or it is dissolved in the manner provided in the Operating Agreement adopted by the Members.

## **ARTICLE VIII INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

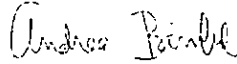
The address of the initial registered office of the limited liability company is 1300 Thomaswood Drive, City of Tallahassee, County of Leon, State of Florida, and the name of the Company's initial registered agent at that address is Erin W. Duncan.

The undersigned, being an original Member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of Socratik, LLC.

Executed by the undersigned at Miami, Florida on May 3, 2018.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of

State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.



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Andrea Barnhill  
andreabarnhill37@gmail.com

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 605.0113 OF THE FLORIDA REVISED LIMITED LIABILITY COMPANY ACT, THE LIMITED LIABILITY COMPANY IDENTIFIED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is SOCRATIK, LLC.
2. The name and the Florida street address of the registered agent for SOCRATIK, LLC are: Erin W. Duncan, 1300 Thomaswood Drive, Tallahassee, Florida 32308.

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 605, F.S.*

DATED: May 3, 2018



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Erin W. Duncan,  
Registered Agent