

05/29/2018 12:46PM FAX 9546414192  
5/25/2018

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Division of Corporations

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L18000128711

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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OGWA VENTURES, LLC

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

J. LEGGETT  
MAY 30 2018

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L18000128711

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**  
**OF**  
**OGWA VENTURES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, F.S. Chapter 605, hereby make, acknowledge, and file the following Articles of Organization:

**ARTICLE I**  
**NAME OF THE LIMITED LIABILITY COMPANY**

The name of this Limited Liability Company shall be **OGWA VENTURES, LLC.**

**ARTICLE II**  
**ADDRESS**

The street address of the principal office of the Company shall be 118 Central Park Place, Sanford, Florida 32711. The mailing address of the Company shall be 135 Middle Street, Suite 1021, Lake Mary, Florida 32746.

**ARTICLE III**  
**PERIOD OF DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date if specified. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these Articles of Organization or in the Operating Agreement.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The initial street address in Florida of the initial registered office of the Company is 135 Middle Street, Suite 1021, Lake Mary, Florida 32746, and the name of the initial registered agent at such address is **WILLIAM PIACENTI**.

**ARTICLE V**  
**CAPITAL CONTRIBUTIONS**

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in the Operating Agreement.

**ARTICLE VI**  
**ADDITIONAL CAPITAL CONTRIBUTIONS**

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Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the Operating Agreement.

**ARTICLE VI**  
**ADMISSION OF NEW MEMBERS**

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the majority consent of all the members of the Company holding membership units of ten percent (10%) or greater, and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company holding membership units of ten percent (10%) or greater, other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

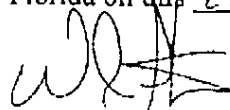
**ARTICLE VII**  
**MEMBERS' RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority consent of all the members of the Company holding membership units of ten percent (10%) or greater.

**ARTICLE IX**  
**MANAGEMENT**

The Company shall be managed by the managers in accordance with Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law. **The initial manager of the Company shall be William Piacenti.**

**IN WITNESS WHEREOF**, the undersigned organizer has made and subscribed to these Amended Articles of Organization at Seminole County, Florida on this 25<sup>th</sup> day of May, 2018.



**WILLIAM PIACENTI, organizer and initial manager**

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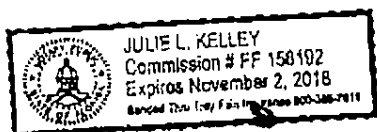
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STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing Amended Articles of Organization were acknowledged before me this 25<sup>th</sup> day of May, 2018, by **WILLIAM PIACENTI**, who has produced a driver's license as identification or who is personally known to me.



Julie L. Kelley, Notary Public

Printed Name of Notary

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

18 MAY 29 AM 12:49  
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May 29, 2018

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

OGWA VENTURES, LLC  
135 MIDDLE ST STE 1021  
LAKE MARY, FL 32746US

SUBJECT: OGWA VENTURES, LLC  
REF: L18000128711

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please entitle your document Amended and Restated Articles of Organization.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Jenna D Harris  
Regulatory Specialist II

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