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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 2018

K. Brumbley

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

(Pursuant to the provisions of section 605.02201 of, Florida Statutes)

### ARTICLE I NAME

The name of this Limited Liability Company is: **SOE ENTERPRISES INTERNATIONAL, LLC.**

### ARTICLE II PRINCIPAL OFFICE

The known place of business of this company shall be at 9472 Prosperity Lake Dr, Jacksonville, FL. 32244. The corporation may establish other principal places of business and other offices at such other places, either within or without the State of Florida, as the Board of Directors may from time to time determine.

### ARTICLE III REGISTERED AGENT

This company's registered Agent is Rose Wakefield 9472 Prosperity Lake Dr, Jacksonville FL, 32244. All notices and processes, including service of summons, may be served upon said registered agent and, when so served, shall be lawful, personal service upon this company. The company, pursuant to guidelines of its Operating Agreement, may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

*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..*

Acceptance of Appointment by Registered Agent

By Rose Wakefield

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#### **ARTICLE IV MANAGEMENT AND CONTROL**

Name and Address of each individual authorized with management and control of the company:

<u>Name</u>	<u>Address</u>	<u>Authorization</u>
Rose Wakefield	9472 Prosperity Lake Dr, Jacksonville Fl 32244	AMBR

#### **ARTICLE V EFFECTIVE DATE AND DURATION**

The Limited Liability Company shall become effective upon date of signature of the Articles of Organization and accepted by the state. The duration of the company shall be perpetual unless articles of dissolution are filed.

#### **ARTICLE VI PURPOSE AND SCOPE OF COMPANY**

The purpose or purposes for which this organization is formed shall be for any lawful purposes and general business purposes. **SOE Enterprises International, LLC** (hereinafter known as "SOEEI LLC"), a limited liability company organized in the state of Florida, will act as the "parent" company of other subsidiary corporations and nonprofits. Acting as the "parent" corporation, SOEEI LLC shall:

1. At the discretion of SOEEI LLC, place its own personnel in any and all executive positions within any subsidiary, this may include corporate directors and corporate officers;
2. SOEEI LLC may have involvement and authority over capital expenditures of its named subsidiaries;
3. Board members of SOEEI LLC may sit on the Board of its named subsidiaries;
4. Nothing in the parent relationship with SOEEI LLC, shall limit any separate subsidiary corporate structure, organized for any separate purposes. SOEEI

LLC shall not be liable for any activities or financial obligations of any separate subsidiary.

**ARTICLE VII NONLIABILITY OF MANAGERS FOR CERTAIN ACTIONS:**

To the full extent that the Florida Statutes, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of managers and or members, shall not be liable to the organization for monetary damages for breach of fiduciary duty as a manager. Any amendment to or repeal of this Article VII shall not adversely affect any right or protection of a manager of the organization for or with respect to any acts or omission of such manager occurring prior to such amendment or repeal.

**ARTICLE VIII LIMITED LIABILITY OF MEMBERS**

No Member shall be bound by, or be personally liable for, the expenses, liabilities or obligations of the Company whether arising in tort or contract solely by reason of being a Member and each Member's liability shall be limited as set forth in the Act and other applicable law.

**ARTICLE IX COMPANY INDEMNITY OF MEMBERS AND MANAGER**

The doing of any act or the failure to do any act by a Member, Manager or agent which shall not constitute fraud or intentional, wrongful misconduct in pursuance of the authority granted, the effect of which may cause or result in loss or damage to the Company, if done in good faith, shall not subject a Member, Manager, its affiliates, officers, directors, employees or their successors and assigns, to any liability; and, in such event, the Company will indemnify and hold harmless a Member, Manager, its affiliates, officers, directors, employees or their successors and assigns, from any claim, loss, expense, liability, action or damage resulting from or relating to any such act or omission, including without limitation reasonable fees and expenses of attorneys

engaged by them in defense of such act or omission and other reasonable costs and expenses of litigation and appeal.

#### **ARTICLE X OPERATING AGREEMENT**

The power to adopt, amend or repeal the Operating Agreement shall be vested in the Managing Members of the Organization, except to the extent otherwise limited by the Florida Statutes.

  
\_\_\_\_\_  
Signature

Rose Wakefield (Authorized Member)

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 s.817.155, F.S.