

L18000269382

Florida Department of State

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
ONPASSIVE, LLC

The undersigned acting as the authorized representative of ONPASSIVE, LLC, under the Florida Limited Liability Company Act, Chapter 605, *Fla. Stat.*, adopts the following Amended and Restated Articles of Organization. The original Articles of Organization were filed on January 12, 2017 and issued Document Number L18000269382.

ARTICLE I - Name:

The name of the limited liability company is ONPASSIVE, LLC (the "Company").

ARTICLE II - Address:

The mailing address and principal office address is 7380 W. Sand Lake Road, Suite 500, Orlando, Florida 32819.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by managers and the names and addresses of the individuals who are to serve as initial managers until the first annual meeting of the members or until their successors are elected and qualified is:

Ashraf Mufareh

7380 W. Sand Lake Road
Suite 500
Orlando, Florida 32819

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members in accordance with the terms and conditions set forth in the Company's Operating Agreement.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, *Fla. Stat.*

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ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be ASHRAF MUFAREH, 7380 W. Sand Lake Road, Suite 500, Orlando, Florida 32819. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

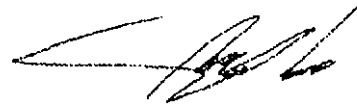
ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

ARTICLE X – Member Interests:

The Company is authorized to issue both voting and nonvoting member units. All common membership units shall be identical in all respects except the nonvoting membership units shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership units.

IN WITNESS WHEREOF, the undersigned executes these Amended and Restated Articles of Organization as of this 17th day of August 2021.



ASHRAF MUFAREH
Manager

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**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 605.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **ONPASSIVE, LLC.**
2. The name and address of the registered agent is:

ASHRAF MUFAREH
7380 W. Sand Lake Road
Suite 500
Orlando, Florida 32819

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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, the undersigned hereby accepts the appointment as registered agent and agrees to act in his capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and that he is familiar with and accepts the obligations of his position as registered agent.



ASHRAF MUFAREH

Dated this 17th day of August 2021.