

Division of Corporations

Page 1 of 2

**L18000281 371**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H18000348327 3)))



H180003483273ABC3

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

Division of Corporations  
Fax Number : (850) 617-6381

## From:

Account Name : GUNSTER, YOAKLEY & STEWART, P.A.  
Account Number : 076117000420  
Phone : (561) 650-0728  
Fax Number : (561) 671-2527

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: mstocks@gunster.com

**FLORIDA LIMITED LIABILITY CO.  
FSP ESPORTS GP2 LLC**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

RECEIVED  
FALLAHSSEE, LLC  
SECRETARY

18 DEC -7 AM 10:55

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

D O'KEFFE

DEC 10 2018

H18000348327 3

FILED  
18 DEC -7 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**FOR**  
**FSP ESPORTS GP2 LLC**

*(A Florida Limited Liability Company)*

*The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:*

**ARTICLE 1**  
**NAME**

The name of the Limited Liability Company is FSP ESPORTS GP2 LLC (the "Company").

**ARTICLE 2**  
**DURATION**

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE 3**  
**NATURE OF BUSINESS**

The Company is organized for the purpose of transacting any and all lawful business permitted under the Act.

**ARTICLE 4**  
**ADDRESS**

The initial principal office address and the initial mailing address of the Company is 2901 Clint Moore Road, #253, Boca Raton, Florida 33496.

**ARTICLE 5**  
**INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Company is 3470 East Coast Avenue, Apt. H2301, Miami, Florida 33137, and the name of the initial registered agent of the Company at that address is Waylon I. Chin.

**ARTICLE 6**  
**MEMBERSHIP CERTIFICATES**

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its

H18000348327 3

H18000348327 3

membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

## ARTICLE 7 INDEMNIFICATION

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was manager, member, or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Reasonable expenses (including attorneys' fees) incurred by any member, manager or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding to the fullest extent permitted under and in accordance with the laws of the State of Florida upon receipt of a promise (secured or unsecured as may be determined by the Company) by such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such reasonable expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe, or knowledge that, such conduct was unlawful.
- (b) A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit.
- (c) A distribution in violation of Section 605.0406 of the Act.
- (d) Willful or intentional misconduct or a conscious disregard for the best interests of the Company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a Member.
- (e) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property in a proceeding by or in the right of someone other than the Company or a Member.
- (f) A breach of duties or obligations under Section 605.04091 of the Act, taking into account a variation of such duties and obligations provided for in the Company's Operating Agreement to the extent allowed by the laws of the State of Florida.

H18000348327 3

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Revised Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

#### ARTICLE 8 MANAGEMENT

The Company shall be managed by one or more managers in accordance with the Company's Operating Agreement. The initial manager shall be Waylon I. Chin.

#### ARTICLE 9 AMENDMENT

The company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 7<sup>th</sup> day of December, 2018.

/s/ Matthew Scheer

Matthew Scheer, Authorized Representative

*(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

FILED  
18 DEC -7 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H18000348327 3

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Waylon I. Chin hereby accepts the appointment as registered agent and agrees to act in this capacity. Waylon I. Chin further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.

/s/ Waylon I. Chin

---

Waylon I. Chin

Dated: December 7, 2018

FILED  
10 DEC -7 AM 10:57  
TALLAHASSEE, FLORIDA