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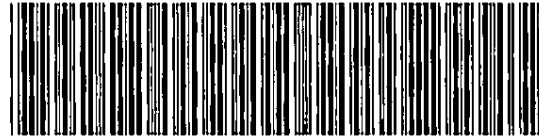
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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N CULLIGAN

JAN 3 2019

COVER LETTER

**TO: New Filing Section
Division of Corporations**

SUBJECT: CDB WELLNESS LABS, 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:

RICHARD ERVIN

Name of Person

CURRY LAW GROUP, P.A.

Firm/Company

750 WES LUMSDEN RD

Address

BRANDON, FL 33511

City/State and Zip Code

MICHELLE.FILIPOWICZ@CURRYLAWGROUP.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

RICHARD ERVIN

813

653-2500

at (_____) _____

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 CBD WELLNESS LABS, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following 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 **CBD WELLNESS LABS, LLC**, and its principal office shall be located at 2572 Regal River Road, Valrico, FL 33596, and the mailing address will be the same, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, 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 as 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 of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of 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, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform

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TALLAHASSEE, FLORIDA

any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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 furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going 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 statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They 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 which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by its members with each member having one vote per each share owned in the LLC. The name and address of the person who shall serve until the first annual meeting of members or until a successor is elected and qualified is as follows: **Christopher DeSilva**

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

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 on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$150.00 cash shall be paid to the limited liability company by the member in an equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

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 a distributive share of the profits based upon each member's proportionate capital contribution to the company as shown on the books of the company on the last day of the preceding fiscal year. The distributive share of the profits shall be determined and paid to the members on the first day of the second month after the close of the company's fiscal year.

(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, or, if these sources are insufficient to cover such losses, by the members in shares equal to each member's proportionate capital contribution to the company as shown on the books of the company on the last day of the preceding fiscal year.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

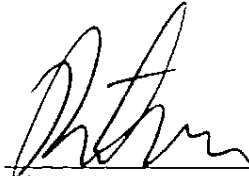
ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 750 West Lumsden, City of Brandon, County of Hillsborough, State of Florida, 33511 and the name of the company's initial registered agent at that address is Richard Ervin, Esquire.

The undersigned, authorized representative of the original members of the Limited Liability Company certifies that this instrument constitutes the proposed Articles of Organization of CBD WELLNESS LABS, LLC

20 Executed by the undersigned at 750 West Lumsden, Brandon, Florida 33511 on this day of December, 2018.



Richard Ervin, Esquire
Organizer and Authorized
Representative of Members

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TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

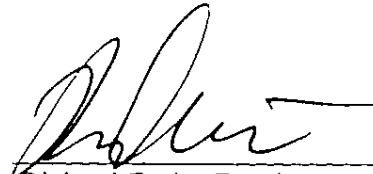
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the Limited Liability Company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the Limited Liability Company is CBD WELLNESS LABS, LLC.

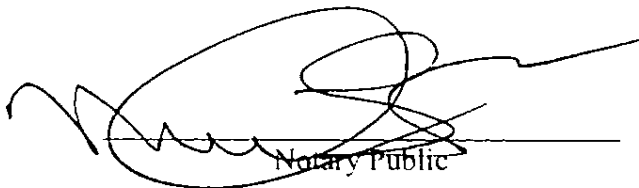
The name of the registered agent for CBD WELLNESS LABS, LLC, is Richard Ervin, and the street address of the company's principal office where the agent is located is 750 West Lumsden, Brandon, Florida 33511.

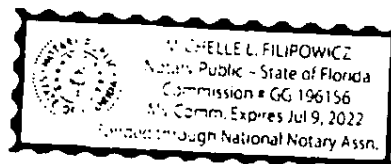
This statement is to acknowledge that, as indicated above, CBD WELLNESS LABS, LLC has appointed me, Richard Ervin, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in 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.

Dated: December 20, 2018


Richard Ervin, Esquire
Registered Agent

The foregoing instrument was acknowledged before me this 20th day of December, 2018, by, Richard Ervin, Esquire, agent on behalf of CBD WELLNESS LABS, LLC a Limited Liability Company. He is **personally known** to me or has produced _____ as identification.


Notary Public




AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

In compliance with FS § 608.407(2), the undersigned member or authorized representative of a member of CBD WELLNESS LABS, LLC deposes and says:

1. The limited liability company identified above has at least one (1) member(s).
2. The total amount of cash contributed by the members is \$0.00.
3. If any, the agreed value of property other than cash contributed by the members is \$___N/A___. A description of the property is attached as Exhibit ___ and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the member(s) is \$0.00. This total includes the amounts from 2 and 3 above.


Christopher DeSilva
Organizer and Authorized
Representative of Members

The foregoing instrument was acknowledged before me this ___ day of December, 2018, by Christopher DeSilva, as Authorized Member of CBD WELLNESS LABS, LLC, a Limited Liability Company. He is personally known to me or has produced _____ as identification.


Notary Public

