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FEB 15 2013

**ARTICLES OF ORGANIZATION**

**OF**

**SINKFIELD and HART ENTERPRISES, L.L.C.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, organization for the purpose of forming an L.L.C. under the Florida Business Limited Liability Act adopts the following according to Florida State Law.

**ARTICLE I: NAME OF THE ORGANIZATION**

The name of the corporation is **SINKFIELD AND HART ENTERPRISES, L.L.C.** hereafter referred to as the **"ORGANIZATION."**

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Organization are **8004 NW 154th Street, #651 – Miami, FL 33016**

**ARTICLE III: DURATION OF THE ORGANIZATION**

The period of the duration of the Organization shall be **50 years unless dissolve according to law.**

**ARTICLE IV: PURPOSE OF THE ORGANIZATION**

To produce, manufacture and acquire an evaporative cooling system for use on athletic field sidelines and potentially other applications called the **KOOL DOWN System.**

To create, sell, own, hold, trade, convey or otherwise manufacture, either within or without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including sporting goods and fitness industries, shops, plants, and commissaries to be used in or in connection with the business.

To produce, manufacture, purpose, or acquire in any lawful manner and pledge, sell and trade in goods, wares, merchandise, services, and property of any and every kind, class and licensors, wholesalers, retailers, importers and exporters and to acquire all such merchandise, supplies, materials, trademarks, patents, copyrights, and other articles as shall be necessary or incidental to such technology infrastructure and real estate business.

The general nature of the business and the object and purposes proposed to be transacted and carried on by and powers of the organization are to do any and all of the things herein

mentioned, as fully and the same extent as natural persons might or could do in the field of technology infrastructure.

To apply for, purchase, or in any manner acquire, and to hold, own, use, and operate, and to sell or in any manner dispose of, and grant license or other rights, inventions, improvements, and processes used in connection with or secured under any trademarks, letters, patents, or copyrights of the United States or other countries, or otherwise, and to work, operate, or develop the same, and to manufacture and sell products under trademarks, letters, patents, or copyrights, and grant licenses to so the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them.

To carry on the business of import and export of general merchandise for all foreign and domestic markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principle or agent, and to act as factors, franchisors, franchises, of products and materials of every kind and to sell, purchase, and produce, deal in with materials of every kind or nature.

To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or organization; to pay for the same in cash, the stock of this organization, bonds, or otherwise to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contracts of every kind with any person, firm, association, partnership, syndicate, entity, or any organization, domestic or foreign municipality, political body, county, territory, state, government, or colony or dependency thereof, domestic or foreign.

To acquire, manufacture, and produce products of every kind and generally deal in grants, concessions, franchises and contracts of every kind; to promote and aid in any way in the formation of any organization domestic and foreign.

To have offices, conduct its business and promote its objects within and without the State of Florida in other states, District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount.

And Further, to do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or included in any and all general powers given, and

To do all of the acts and things and conduct and carry on all business and enterprises to the same extent as any natural person which is not specifically prohibited by the laws of the State of Florida, United States of America, any rule or regulation promulgated thereunder.

The said organization may perform any part of its business outside the State of Florida, in other states, territories, or possessions of the United States and in all foreign countries.

**ARTICLE V: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the organization's initial registered office is **8880 NW 7<sup>th</sup> Avenue Miami, Florida 33150** and the registered agent at that office is **C. Brian Hart**

**ARTICLE VI: MANAGING MEMBERS**

The Organization shall have two (2) Managing Member(s) constituting the initial organization. The number of Managing Member(s) may be increased or decreased from time to time by the bylaws.

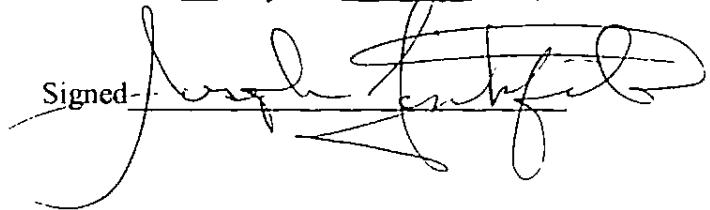
The initial Managing Members of the Organization shall comprise of:

**Joseph Sinkfield – 8004 NW 154<sup>th</sup> Street, #651 – Miami, FL 33016**

**C. Brian Hart – 8004 NW 154<sup>th</sup> Street, #651 – Miami, FL 33016**

**ARTICLE VII: MANAGING MEMBER**

IN WITNESS WHEREOF, I, **Joseph Sinkfield**, the undersigned managing member, have signed these Articles of Organization on the 1st day of February 2019, and acknowledged the same to be my act.

Signed- 

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

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First -That **SINKFIELD AND HART ENTERPRISES, L.L.C.** desiring to organize under the laws of the State of Florida with its principal office, as indicated, in the Articles of Organization at the City of Miami, County of Miami-Dade, State of Florida, has named, **C. Brian Hart – 8880 NW 7<sup>th</sup> Avenue – Miami, Florida 33016** as the agent to accept service of process within this state.

**-Acceptance of Agent-**

**ACKNOWLEDGEMENT**

Having been named as registered agent and to accept service of process for the above stated organization 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.

BY: \_\_\_\_\_

DATE: \_\_\_\_\_

*C. Brian Hart*  
*2/1/19*

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