

L19000232924

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

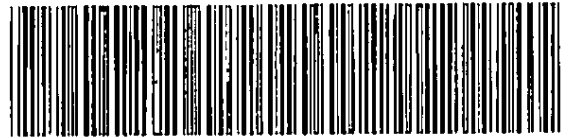
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2019 SEP 19 PM 2:22

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SEP 21 2019

Brumley

Holland & Knight

Requester's Name

315 South Calhoun Street, suite 600

Address

Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Marigold Prime Ltd. LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

☐ Profit

☐ Not for Profit

☒ Limited Liability

☒ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004



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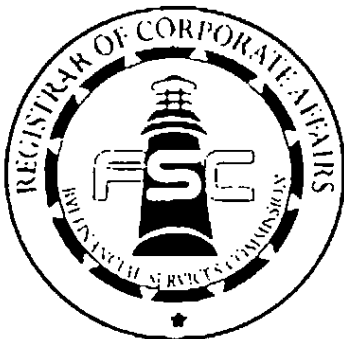
CERTIFICATE OF GOOD STANDING
(SECTION 235)

The REGISTRAR OF CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES that, pursuant to the BVI Business Companies Act, 2004 at the date of this certificate, the company,

MARIGOLD PRIME LTD.

BVI COMPANY NUMBER: 1732301

1. Is on the Register of Companies;
2. Has paid all fees and penalties due under the Act;
3. Has filed with the Registrar a copy of its register of directors which is complete;
4. Has not filed articles of merger or consolidation that have not become effective;
5. Has not filed articles of arrangement that have not yet become effective;
6. Is not in voluntary liquidation;
7. Is not in liquidation under the Insolvency Act, 2003;
8. Is not in receivership under the Insolvency Act, 2003;
9. Is not in administrative receivership; and
10. Proceedings to strike the name of the company off the Register of Companies have not been instituted.



REGISTRAR OF CORPORATE AFFAIRS

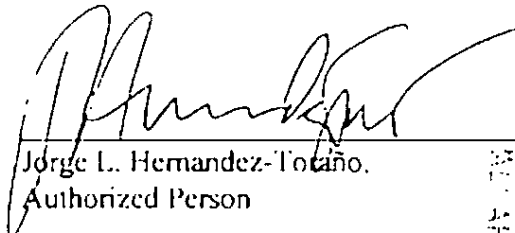
19th day of September, 2019

**ARTICLES OF DOMESTICATION
OF
MARIGOLD PRIME LTD.**

The undersigned, Jorge L. Hernandez-Torano, as an Authorized Person of Marigold Prime Ltd., a foreign Entity under the laws of the British Virgin Islands (the "Entity"), and in accordance with Section 605.1055, Florida Statutes, does hereby certify that:

1. The date on which the Entity was first formed was on or about September 6, 2012.
2. The name of the Entity immediately prior to the filing of these Articles of Domestication was Marigold Prime Ltd.
3. Attached are Florida Articles of Organization to complete the domestication requirements pursuant to Section 605.1055, Florida Statutes.
4. The domestication of the Entity shall become effective upon the filing of these Articles of Domestication.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Entity, or any other equivalent jurisdiction thereto under applicable law, immediately before the filing of these Articles of Domestication was the British Virgin Islands.
6. The domestication of the Entity was approved in accordance with the laws of the British Virgin Islands.
7. Following its domestication, the name of the Entity, as set forth in its Articles of Organization, to be filed pursuant to Sections 605.1055 and 605.0201, Florida Statutes, with these Articles of Domestication, shall be **Marigold Prime LLC**.
8. Attached is a copy of the certificate of status of Marigold Prime Ltd. from the British Virgin Islands, pursuant to Section 605.1055(3), Florida Statutes.

The undersigned is duly authorized to sign these Articles of Domestication on behalf of the Entity, and has done so on this 19th day of September, 2019.



Jorge L. Hernandez-Torano,
Authorized Person

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MARIGOLD PRIME LLC**

The undersigned, being a duly authorized representative of the Member(s), desiring to form a limited liability company under and pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "Act"), does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is Marigold Prime LLC (the "Company").

ARTICLE II. ADDRESS

The principal and mailing address office of the Company is:

701 Brickell Avenue, Suite 3300
Miami, FL 33131

ARTICLE III. REGISTERED AGENT AND OFFICE

The Company designates 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Florida 33340 as the street address of the initial registered office of the Company and names Corporate Creations Network Inc. as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement or pursuant to the Act, as amended from time to time.

ARTICLE V. MANAGEMENT

The Company shall be a manager-managed Company managed by at least one (1) Manager. The name and address of the entity authorized to manage and control the Company is:

Title:

Manager

Name and Address:

Executive Company Management LLC
701 Brickell Avenue, Suite 3300
Miami, FL 33131

ARTICLE VI. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

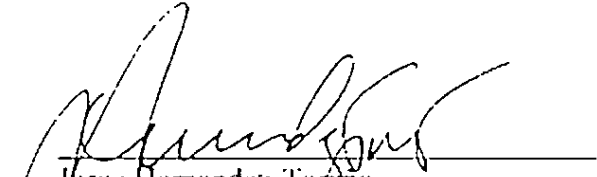
ARTICLE VII. ADDITIONAL MEMBERS

Additional Members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE VIII. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if any.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19th of September, 2019.



Jorge Hernandez-Torano,
Duly Authorized Representative of the
Member(s)

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for Marigold Prime LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 19th day of September, 2019.

Corporate Creations Network Inc.

By: 

Jim Perkins, Vice-President

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