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FLORIDA LIMITED LIABILITY CO.
CRIMSON GLOBAL ACADEMY USA, LLC

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ARTICLES OF ORGANIZATION
OF
CRIMSON GLOBAL ACADEMY USA, LLC

The undersigned, for the purpose of forming a limited liability company under the Revised Limited Liability Company Act, F.S. Chapter 605, hereby make, acknowledge, and file the following Articles of Organization:

ARTICLE I
NAME OF THE LIMITED LIABILITY COMPANY

The name of this Limited Liability Company shall be **CRIMSON GLOBAL ACADEMY USA, LLC**.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company shall be 37 N. Orange Avenue, Suite 500, Orlando, Florida 32801.

ARTICLE III
PURPOSE AND PERIOD OF DURATION

The purpose of the Company is to own and operate an academic institution, and for any other lawful purpose. The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date if specified. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these Articles of Organization or in the Operating Agreement.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Company is 7901 4th Street North, Suite 300, St Petersburg, Florida 33702, and the name of the initial registered agent at such address is **Registered Agents, Inc.**

ARTICLE V
CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in the Operating Agreement.

ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the

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unanimous consent of all the members or as provided in the Operating Agreement.

ARTICLE VII
ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the majority consent of all the members of the Company holding membership units of ten percent (10%) or greater, and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company holding membership units of ten percent (10%) or greater, other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII
MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority consent of all the members of the Company holding membership units of ten percent (10%) or greater.

ARTICLE IX
MANAGEMENT

The Company shall be managed by the managers in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law. The initial managers shall be JAMIE BEATON, DAVID FREED, and MARK ASHLEY.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these Articles of Organization on this 14th day of July, 2020.



JAMIE BEATON

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE OF CRIMSON GLOBAL ACADEMY USA, LLC**

Under the provisions of F.S. 605.0113 or 605.0114, CRIMSON GLOBAL ACADEMY USA, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is CRIMSON GLOBAL ACADEMY USA, LLC.
2. The name and street address of the registered agent in Florida is:

REGISTERED AGENTS, INC.
7901 4th Street North, Suite 300
St. Petersburg, Florida 33702

The undersigned, being named in the Articles of Organization of CRIMSON GLOBAL ACADEMY USA, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of the registered agent, and is familiar with and accepts the obligations of the position of registered agent.

Date: July 18, 2020

REGISTERED AGENTS, INC.

Bill Hume

By: _____

Title: _____

Registered Agent

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