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**FLORIDA LIMITED LIABILITY CO.**

**Lotis Capital Fund, LLC**

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October 1, 2020

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

PG LAW

SUBJECT: LOTIS CAPITAL FUND, LLC  
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**ARTICLES OF ORGANIZATION  
OF  
LOTIS CAPITAL FUND, LLC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

**ARTICLE I**

The name of this limited liability company shall be: Lotis Capital Fund, LLC

**ARTICLE II**

The street address of the principal office of the limited liability company shall be 2300 Glades Road, Suite 202E, Boca Raton, Florida 33431, with the privilege of having its offices and branch office at other places within or without the State of Florida.

**ARTICLE III**

The initial registered office of this limited liability company is 5030 Champion Blvd., Suite G11-281, Boca Raton, Florida 33496. The initial registered agent at that address is PG Law, PL.

**ARTICLE IV**

The limited liability company will be a manager-managed limited liability company, and management of the limited liability company will be vested in its managers. The initial managers are:

Adam P. Freedman  
James S. Gielda  
Brady Hooker  
Jeff Johnson  
John K. Markey

The managers shall remain as managers until removed or replaced in accordance with the terms of the Company's operating agreement, as the same may hereafter be amended.

Furthermore, except for any authority expressly granted to any manager or officer of the Company in any operating agreement or other written document adopted pursuant to any operating agreement, no member, employee or other agent of the Company shall have any authority to bind or act for the Company or any other member in the carrying on of their respective businesses or activities.

**ARTICLE IV**

The limited liability company will commence effective as of October 2, 2020, and shall exist perpetually thereafter unless sooner dissolved.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 2<sup>nd</sup> day of October, 2020.

  
\_\_\_\_\_  
Stephen J. Grave de Peralta, Authorized Representative

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 605.0113, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST – The name of the limited liability company is Lotis Capital Fund, LLC.

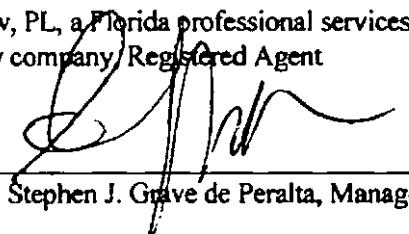
SECOND – The name and address of the registered agent and office is:

PG Law, PL  
5030 Champion Boulevard, Suite G11-281  
Boca Raton, Florida 33496

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby 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 my duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

Dated as of the 2<sup>nd</sup> day of October, 2020.

PG Law, PL, a Florida professional services limited  
liability company, Registered Agent

By:   
Stephen J. Grave de Peralta, Manager

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