

4/8/2021

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Account Number : 120000000030  
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FLORIDA LIMITED LIABILITY CO.  
Alline Properties, LLC

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TALLAHASSEE, FLORIDA

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APR 12 2021

ARTICLES OF ORGANIZATION  
OF  
ALLINE PROPERTIES, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned organizer, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this limited liability company shall be ALLINE PROPERTIES, LLC (hereinafter the "Company")

**ARTICLE II - PURPOSE**

This Company is organized for the purpose of transacting any or all lawful business in accordance with the laws of Florida as enumerated in the Florida Limited Liability Company Act.

**ARTICLE III - EFFECTIVE DATE and DURATION**

The term of existence of the Company shall commence with the filing of the Articles of Organization with the Secretary of State of the State of Florida and shall continue perpetually, unless sooner dissolved in accordance with the laws of the State of Florida. In no instance shall the Company be automatically terminated, dissolved, or operations suspended upon the occurrence of an event, including the death, disability, bankruptcy, expulsion, or withdrawal of a member of the Company, other than the passage of time as may be specified by law or in the Operating Agreement of the Company. Provided, however, that upon any such termination event, the existence and business of the Company may be continued by amendment of these Articles of Organization or the Operating Agreement providing for the continued existence of the Company as may be authorized by Florida Statutes.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Member or Members of the Company shall have a right, by affirmative vote, to continue the existence and business of the Company.

**ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE**

The mailing and street address and location of the principal offices of the Company shall be 1200 W Platt Street, Suite 100, Tampa, Florida 33606, but the Company shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Members.

**ARTICLE V - REGISTERED AGENT**

The name and street address of the initial registered agent of this Company shall be Frederick J. Mills, Esquire, of Morrison & Mills, P.A., at 1200 W. Platt Street, Suite 100, Tampa, Florida 33606.

**ARTICLE VI - MEMBERSHIP**

This Company shall have two (2) Members initially. The name and address of the initial members are:

MGA Ventures, Inc.  
2914 W Alline Avenue  
Tampa, Florida 33611

Frederick J. Mills and Karen F. Mills, H&W  
3006 W Euclid Avenue  
Tampa, Florida 33629

Additional Members may be admitted to the Company only upon unanimous affirmative vote of all of the then existing Members and upon such terms as may be unanimously agreed upon by such exiting Members in writing. At no time during the existence of this Company shall there ever be less than one Member.

**ARTICLE VII - MANAGEMENT**

The management of the affairs of this Company shall be delegated to a manager who is not required to be a Member of the Company. The initial members have designated and appointed Aram Guluzian and Frederick J. Mills as the Managers of the Company, of which any one Manager is authorized to take any action on behalf of the Company and have full signatory authority.

**ARTICLE VIII - ANNUAL MEETING**

The time and place of the annual Members' meeting shall be the 15th day of March of each and every year at the principal offices of the Company unless otherwise fixed in the Regulations or by a resolution of the Members, and the Members may waive notice thereof before or after the meeting.

**ARTICLE IX - POWERS**

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

**ARTICLE X - AMENDMENTS**

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto by unanimous affirmative vote of all of the Members of the Company at the time of such proposed amendment, and any right conferred upon the Members is subject to this reservation.

**ARTICLE XI - LIMITED LIABILITY OF MEMBERS**

No Member of the Company shall be liable for the debts, liabilities, or obligations of the Company in excess of the amount of the Member's investment in the Company.

**ARTICLE XII - LIMITATION ON AGENCY AUTHORITY OF MEMBERS**

Pursuant to Section 605.04074, Florida Statutes, no Member of the Company shall be an agent for the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

**ARTICLE XIII - CAPITAL CONTRIBUTIONS**

Each Member shall contribute capital to the Company. The amount of cash, the description and agreed value of other non-cash contributions, and the amount or description of property anticipated to be contributed by the Members to the Company shall be addressed in a document separate and distinct from these Articles of Organization.

**ARTICLE XIV - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each Member of the Company shall be obligated or required to make additional capital contributions to the Company as determined by the Managers for the operation of the Company.

**ARTICLE XV - TAX STATUS and TAX MATTERS MEMBER**

This Company shall be treated as a partnership for federal tax purposes. Frederick J. Mills shall be the initial designated tax matters member for the Company.

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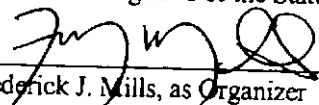
**ARTICLE XVI – OPERATING AGREEMENT**

At a later date, the Members, if they so choose, shall adopt an Operating Agreement to govern the business affairs or operations of the Company. The Operating Agreement may thereafter be repealed or altered only upon affirmative vote of all of the Members of the Company at the time of such proposed amendment.

**ARTICLE XVII—INDEMNIFICATION**

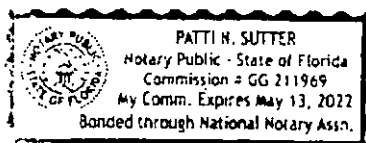
The Company shall indemnify any person who was or is a party defendant or is threatened to be made a party defendant, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Company) by reason of the fact that he is or was a Member of the Company, Manager, employee or agent of the Company, or is or was serving at the request of the Company, for instant expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the Members determine that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Company, and with respect to any criminal action proceeding, has no reasonable cause to believe his/her conduct was unlawful.

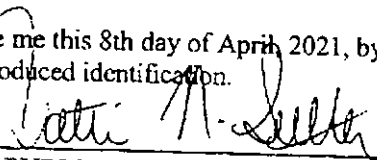
IN WITNESS WHEREOF, the undersigned has hereunto set his hands and seal, acknowledged, and filed the foregoing Articles of Organization under the existing laws of the State of Florida.

  
Frederick J. Mills, as Organizer

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of April, 2021, by Frederick J. Mills, who is [ ] personally known to me or [ ] who has produced identification.

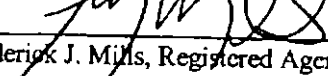


  
NOTARY PUBLIC, STATE OF FLORIDA  
Patti N. Sutter  
Print Name: \_\_\_\_\_

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**STATEMENT OF ACCEPTANCE  
OF APPOINTMENT AS REGISTERED  
FOR  
ALLINE PROPERTIES, LLC**

Having been named in the Articles of Organization of ALLINE PROPERTIES, LLC, as Registered Agent to accept service of process for the aforesaid company at its registered office at 1200 West Platt Street, Suite 100, Tampa, Florida 33606, the undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in the Florida Limited Liability Company Act.

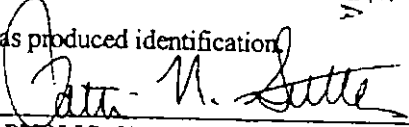
By:   
Frederick J. Mills, Registered Agent

DATE: April 8, 2021

**STATE OF FLORIDA**

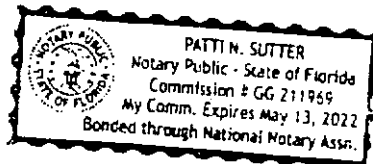
**COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of April, 2021 by Frederick J. Mills, Esq. [X] who is personally known to me or [ ] who has produced identification.

  
NOTARY PUBLIC, STATE OF FLORIDA

Patti N. Sutter

Print Name: \_\_\_\_\_



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