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Florida Department of State
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**FLORIDA LIMITED LIABILITY CO.
Round Top Mountain Development, LLC**

Certificate of Status	1
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Page Count	04
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Round Top Mountain Development, LLC

Article II. Address

The street address of the Company's initial principal office is:
Round Top Mountain Development, LLC
1700 S MacDill Ave, Ste. 340
Tampa FL 33629

The mailing address of the Company's initial principal office is:
Round Top Mountain Development, LLC
1700 S MacDill Ave, Ste. 340
Tampa FL 33629

Article III. Registered Agent

The name and street address of the Company's registered agent is:

David Kronenfeld
1700 S MacDill Ave, Ste. 340
Tampa FL 33629

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International
801 US Highway 1
North Palm Beach FL 33408
(561) 694-8107

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

USA Rare Earth, LLC
1700 S MacDill Ave, Ste. 340
Tampa FL 33629

Article VII. Company Existence

The Company's existence shall begin effective as of May 20, 2021.

The undersigned authorized representative of a member executed these Articles of Organization on 5/20/2021.

/s/ Caitlin Lazarus

CORPORATE CREATIONS INTERNATIONAL

Jim "JP" Perkins Executive Vice President and Chief Relationship Officer
by Caitlin Lazarus as attorney-in-fact

Corporate Creations International
801 US Highway 1
North Palm Beach FL 33408
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Round Top Mountain Development, LLC

REGISTERED AGENT/OFFICE:

David Kronenfeld
1700 S MacDill Ave, Ste. 340
Tampa FL 33629

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

/s/ Caitlin Lazarus

DAVID KRONENFELD
by Caitlin Lazarus as attorney-in-fact

Date: May 20, 2021.

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