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FLORIDA LIMITED LIABILITY CO.

Penguin Paints Face Painting, LLC

Certificate of Status	0
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Page Count	04
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**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

The undersigned authorized representative, desiring to form a limited liability company pursuant to the provisions of the Florida Revised Limited Liability Company Act, hereby submits, and files with the Florida Department of State, these Articles of Organization.

ARTICLE I - Name

The name of the limited liability company created hereby (hereinafter, the "Company") is:

Penguin Paints Face Painting, LLC

ARTICLE II - Purpose

The Company's business activities shall be all lawful activities. The Company shall have all powers, rights, and privileges granted by its operating agreement to do all things necessary or convenient to carry out its activities and affairs and shall have all powers, rights, and privileges granted by the Florida Revised Limited Liability Company Act, including the power to do all of the following:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the purposes, activities, and affairs of the Company.
- (f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.
- (g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 605 within or without the State of Florida.

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(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or conduct any other act not inconsistent with applicable law that furthers the business of the Company.

(m) Grant, hold, or exercise a power of attorney, including an irrevocable power of attorney.

ARTICLE III - Address

The mailing address and street address of the principal office of the Company shall be as follows:

Mailing Address: 149 Queen Mary Drive Davenport, FL 33837

Street Address: 149 Queen Mary Drive Davenport, FL 33837

ARTICLE IV - Duration

The existence of the Company shall commence on **September 7, 2022**, and shall thereafter be perpetual, except as otherwise provided in the Company's operating agreement.

ARTICLE V - Management

The Company shall be managed by a manager or managers, and the names and addresses of the manager or managers of the Company shall be maintained by the Company and kept with its business records. The name and address of the initial manager are: ***Courtney Dodson; 149 Queen Mary Drive Davenport, FL 33837.***

ARTICLE VI - Members

The names and addresses of the members of the Company shall be maintained by the Company and kept with its business records.

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ARTICLE VII - Admission of Additional Members

To the extent permitted by the Company's operating agreement, additional members may be admitted in the manner provided by the Company's operating agreement.

ARTICLE VIII - Ownership

The membership interests of the Company's members shall be in accordance with the membership or ownership certificates issued by the Company.

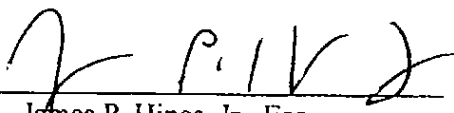
ARTICLE IX - Registered Office and Agent

The address of the initial registered office of the Company in the State of Florida is 315 S. Hyde Park Avenue, Tampa, Florida 33606, and the name of the registered agent at such address is James P. Hines, Jr.

ARTICLE X - Membership Units

The total number of membership units authorized to be issued by the Company shall be 10,000 membership units, par value \$.01. Each issued membership unit shall entitle the holder thereof to one (1) vote at any meeting of the members. All or any part of said membership units may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the manager or managers of the Company at a meeting called for such purposes. All membership units then issued shall be paid for, shall be non-assessable, and shall represent membership interests in the Company.

IN WITNESS WHEREOF, the undersigned representative has executed these Articles of Organization, and hereby acknowledges that the facts stated herein are true.



James P. Hines, Jr., Esq.,
as Authorized Representative

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

PURSUANT TO THE PROVISIONS OF CHAPTER 605, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

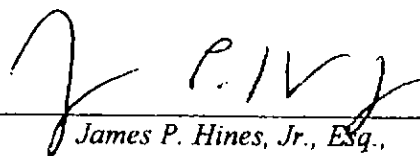
1. The name of the limited liability company is:

Penguin Paints Face Painting, LLC

2. The name and the Florida street address of the registered agent are:

James P. Hines, Jr., Esq.
Hines Norman Hines, P.L.
315 South Hyde Park Avenue
Tampa, Florida 33606

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 605, Florida Statutes.


James P. Hines, Jr., Esq.,
as Registered Agent

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