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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

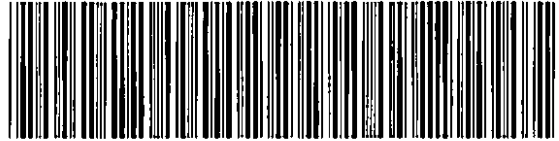
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Xella Holdings, LLC

Signature _____

Requested by: SETH

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

ARTICLES OF ORGANIZATION

OF

XELLA HOLDINGS, LLC

The undersigned authorized representative hereby forms a Limited Liability Company under the laws of the State of Florida:

ARTICLE I

COMPANY NAME

The name of this Company is:

XELLA HOLDINGS, LLC

ARTICLE II

COMMENCEMENT

The existence of the Company shall commence on September 12, 2022, the date of signing hereof, provided that same shall be filed with the Florida Secretary of State within the time authorized by Statute.

ARTICLE III

MAILING ADDRESS AND STREET ADDRESS OF THE COMPANY

The mailing address and the street address of the principal office of the Limited Liability Company is 1835 Clydesdale Drive, Loxahatchee, FL 33470.

ARTICLE IV

REGISTERED AGENT AND REGISTERED AGENT'S ADDRESS

The Registered Agent and the street address of the Registered Agent of this Company in the State of Florida shall be:

Garry M. Glickman
1601 Forum Place, Suite 1101, West Palm Beach, FL 33401

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ARTICLE V

INITIAL MANAGER

The Initial Manager of the Company shall be:

Christopher Castillo
1835 Clydesdale Drive, Loxahatchee, FL 33470

The Initial Manager shall be responsible for the management of the Company, and shall have the full right, power and authority to manage, direct and control all of the business and affairs of the company and to transact business on its behalf, including the authority to execute any instrument transferring, encumbering or in any way involving real property related to the Company.

Notwithstanding the foregoing, the Manager shall have the absolute authority to subcontract any management functions of the Company in her sole and absolute discretion.

ARTICLE VI

DISSOLUTION

The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member shall not dissolve the Company as long as there remains in existence one (1) member. The Company shall dissolve only as provided in the Operating Agreement of the Company or pursuant to Florida Statute §605.

ARTICLE VII

RIGHTS, LIABILITIES AND OBLIGATIONS OF MEMBERS

7.1 Liability of Members: No Member shall be personally liable for the expenses, liabilities, debts or obligations of the Company, unless otherwise provided pursuant to Florida Statute §605.

7.2 Return of Capital: No Member shall have the right to demand the return of his/her/its contribution to capital except as provided in the Company's Operating Agreement then in existence.

7.3 Non-Assignability of Membership Interest:

a) No Member may assign his/her Company interest in whole or in part without the express written consent of 100% of the Company's members, including the member attempting to assign his/her interest.

b) The assignee of a member's interest shall have no right to participate in the management of the business and affairs of the Company:

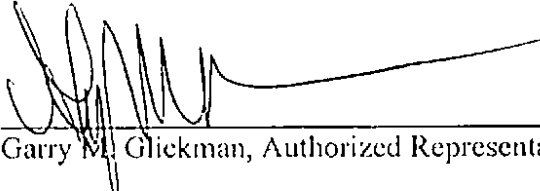
i) without the express written consent of 100% of the members of the limited liability company including the member assigning the limited liability interest, and

ii) as provided in the Operating Agreement, and

iii) in compliance with any procedure provided for in the Operating Agreement.

c) No interest of any member shall be subject to forced assignment by any court of law.

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed the Articles of Organization, this 12th day of September, 2022 and affirms that the Company has at least one member as of the effective date of these Articles.



Garry M. Glickman, Authorized Representative

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STATE OF FLORIDA

COUNTY OF PALM BEACH

|
] ss:
|

The foregoing instrument was acknowledged before me by means of [☒] physical presence or [] online notarization this 12th day of September, 2022 by Garry M. Glickman, as Authorized Representative of the aforesaid Limited Liability Company, who is ☒ personally known to me or who has ☐ produced N/A as identification and who did/did not take an oath.

NOTARY PUBLIC:

SIGN Suzette L. Novay

PRINT Suzette L. Novay

MY COMMISSION EXPIRES:




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DIVISION OF CORPORATE AFFAIRS
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

XELLA HOLDINGS, LLC, desiring to organize as a Limited Liability Company under the laws of the State of Florida with its principal office as indicated in the Articles of Organization, has named Garry M. Glickman, having an address at 1601 Forum Place, Suite 1101, West Palm Beach, FL 33401, as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above named Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, accept the appointment, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



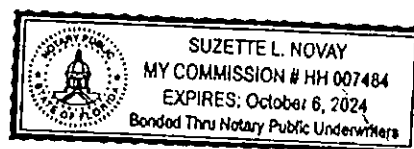
Garry M. Glickman

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 12th day of September, 2022 by Garry M. Glickman who is ☒ personally known to me or who has ☐ produced DIA as identification and who did/did not take an oath.



NOTARY PUBLIC - STATE OF FLORIDA

Name: Suzette L. Novay
(Type, stamp or print)



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