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FLORIDA LIMITED LIABILITY CO.
USCH EQUITY HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION
OF
USCH EQUITY HOLDINGS, LLC**

The undersigned as organizer for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the information, rights, privileges and amenities of limited liability companies for profit. It is further declared that the following Articles shall be the charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

Section 1.1. The name of the limited liability company shall be USCH EQUITY HOLDINGS, LLC

**ARTICLE II
PURPOSES AND POWERS**

Section 2.1. This limited liability company is organized for the purpose of conducting any and all lawful business for which limited liability companies may be organized under Chapter 608, Florida Statute and this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statute.

**ARTICLE III
LIMITED LIABILITY COMPANY POWERS**

Section 3.1. All limited liability powers and control shall be exercised by or under the authority, and the business and affairs of this limited liability company shall be managed under the direction of the manager of this limited liability company, pursuant to an operating agreement. This article may be amended from time to time and the regulation of limited liability company by unanimous vote of the members of the limited liability company.

Section 3.2. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the members of the limited liability company, pursuant to an operating agreement.

Section 3.3. This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE IV

Stuart A. Lipson, Esq.
Fla. Bar No. 885770
16900 N.E. 19TH Avenue
N. Miami Beach, FL 33162
(305) 940-2800

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DURATION

Section 4.1. This limited liability company shall exist for the maximum duration permitted by Chapter 605/608, Florida Statute, or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE V

PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION

Section 5.1. The principal office and mailing address of the limited liability company shall be located at 4344 Douglas Road, Coconut Grove, FL 33133.

ARTICLE VI MANAGEMENT

Section 6.1. Management of this limited liability company is reserved to its one or more managing members or managers reflected in its operating agreement, whose names and addresses are as follows:

KAO INVESTMENT HOLDINGS, LLC, a Florida Limited Liability
Company,
MANAGER
4344 Douglas Road
Coconut Grove, FL 33133

ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

Section 7.1. The address of the initial registered office of the limited liability company is 16900 N.E. 19th Avenue, N. Miami Beach, FL 33162, and the name of the initial registered agent at such address is Stuart A. Lipson, Esquire.

ARTICLE VIII RESTRICTION ON MEMBERSHIP

Section 8.1. Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of the members.

Section 8.2. Upon death, the retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the contingent membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon the unanimous consent of such remaining members.

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ARTICLE IX
INDEMNIFICATION

The limited liability company shall indemnify any member, or any former member, to the full extent permitted by law.

The undersigned, being the organizer of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of USCH EQUITY HOLDINGS, LLC

Executed by the undersigned on this 25th day of April, 2023.


STUART A. LIPSON, ESQ
Authorized Rep. Of a Member


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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 25 day of April, 2023, by STUART A. LIPSON, ESQ., via physical presence who is personally known to me or who produced as identification, and who (did)(did not) take an oath.


Notary Public, State of Florida

Name of Acknowledger

Title or Rank

Serial Number (if any)



ERNESTO AVILA
Commission # HH 031357
Expires October 6, 2024
Bonded Thru Budget Notary Services

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 608.415, Florida Statutes, the following is submitted in compliance with said Sections:

USCH EQUITY HOLDINGS, LLC, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Organization, at the City of Coconut Grove Miami-Dade, County of Miami-Dade, State of Florida, has named Stuart A. Lipson, Esq., located at 16900 NE 19th Avenue, N. Miami Beach, FL 33162, Miami-Dade County, State of Florida, 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 accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.



Stuart A. Lipson, Esq.
Registered Agent

Date: April 25, 2023

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