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Division of Corporations

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CORPORATIONS  
COMMERCIAL  
SERVICES**FLORIDA LIMITED LIABILITY CO.****Project Q Holdings, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
PROJECT Q HOLDINGS, LLC**

In accordance with the provisions of the Florida Revised Limited Liability Company Act, Florida Statutes, Chapter 605 (the "Act"), the undersigned, sole organizer of a Florida limited liability company, and an authorized representative of the Member of the Company hereby certifies as follows:

**ARTICLE I: NAME**

The name of the limited liability company is Project Q Holdings, LLC (the "**Company**").

**ARTICLE II: ADDRESS**

The mailing address and street address of the principal office of the Company in the State of Florida is:

1922 Felch Ave  
Suite 3  
Jacksonville, FL 32207

**ARTICLE III: REGISTERED AGENT & OFFICE**

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

NAME	ADDRESS
Northwest Registered Agent, LLC.	7901 4 <sup>th</sup> Street N, Suite 300 St. Petersburg, Florida 33702

The Company may designate another registered agent at any time.

**ARTICLE IV: DURATION AND EXISTENCE; EFFECTIVE DATE**

The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Florida Department of State.

**ARTICLE V: OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the Operating Agreement of the Company (the "**Operating Agreement**") shall be vested in the Members of the Company; the Operating Agreement shall govern the management, operation and ownership of the Company.

**ARTICLE VI: MANAGEMENT**

(Managed by Managers)

The Company shall be managed by Managers (the "**Managers**"), which shall have duties, powers and authority as specified in the Act and as provided in the Operating Agreement. The initial Managers are:

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NAME	ADDRESS
Tom Gray	1922 Felch Ave Suite 3 Jacksonville, FL 32207
Sarah Marie Johnston	1922 Felch Ave Suite 3 Jacksonville, FL 32207

The Members may change the number of Managers, and remove or elect individual Managers, from time to time as set forth in the Operating Agreement, without the requirement of amending these Articles.

#### ARTICLE VII: OFFICERS

The name, address and title of each current officer of the Company is:

NAME	ADDRESS	TITLE(S)
Tom Gray	1922 Felch Ave Suite 3 Jacksonville, FL 32207	President & CEO
Sarah Marie Johnston	1922 Felch Ave Suite 3 Jacksonville, FL 32207	Secretary & Treasurer

The Managers may elect or appoint additional officers, and remove the current officers, from time to time as set forth in the Operating Agreement, without the requirement of amending these Articles.

#### ARTICLE VIII: OWNERSHIP

Ownership interests in the Company by its Members may, but need not, be evidenced by certificates signed by the president or any vice-president of the Company and by the secretary or any assistant-secretary of the Company. Transfers of certificates are restricted by the terms of the Limited Liability Company Operating Agreement among the Members of the Company. The Members of the Company shall have the right to admit additional members pursuant to the terms and conditions contained in the Operating Agreement of the Company; any new member agrees to be bound by and to such Operating Agreement.

#### ARTICLE IX: LIMITED LIABILITY

No member, manager, officer, agent or employee of the Company shall be personally liable for the debts or liabilities of the Company or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

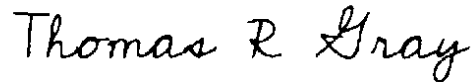
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**ARTICLE X: INDEMNIFICATION**

The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a member, manager or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken and omissions made by such person in the capacity of member, manager or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses related to any such proceeding.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 16 day of June, 2023, and in accordance with Section 605.0201, Florida Statutes, acknowledges that this document constitutes an affirmation under penalties of perjury that the facts stated herein are true and correct and further affirms that the Company has or will have at least one member at the time these Articles of Organization become effective.



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Tom Gray, Authorized Representative**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as registered agent and agree to act in that 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.



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Northwest Registered Agent, LLC

By: Taylor Newman

Date: 6/20/2023

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