

L23000319243

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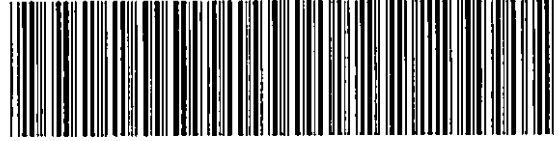
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2023 JUL 14 PM 3:20

APPROVED
AND
FILED

RAFAEL J. SANCHEZ-ABALLI PA

264 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134
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July 13, 2023

VIA FEDERAL EXPRESS

Mr. Sean Toner
Florida Department of State
Division of Corporations, Amendment Section
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

Re: Amended and Restated Articles of Organization for Gamebred Bareknuckle MMA LLC
Document Number: L23000319243

Dear Mr. Toner:

Enclosed please find an original Amended and Restated Articles of Organization in connection with Gamebred Bareknuckle MMA LLC and check number 1428 made payable to the Florida Department of State in the amount of \$25.00 to cover the filing fees for the Amended and Restated Articles of Organization. The purpose of this Amendment is to correct the company's name from Gamebred Bare Knuckle MMA LLC to Gamebred Bareknuckle MMA LLC.

Should you have any questions, please do not hesitate to contact us.

Very truly yours,

RAFAEL J. SANCHEZ-ABALLI P.A.



Yilan Paz

/yp
Enclosures as stated

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF**

GAMEBRED BARE KNUCKLE MMA LLC

APPROVED
AND
FILED

2023 JUL 14 PM 3:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Section 605.0202, Gamebred Bare Knuckle MMA LLC, a Florida limited liability company (the "Company"), hereby certifies as follows and adopts the following Amended and Restated Articles of Organization:

1. The name of the Company is Gamebred Bare Knuckle MMA LLC and the Company was formed on July 5, 2023 by the filing of Articles of Organization with the Department of State under Document Number 123000319243.
2. These Amended and Restated Articles of Organization shall amend, restate and supersede in their entirety any and all prior Articles of Organization, as amended, including, without limitation, any Articles of Organization from the date of the Company's original formation through the date hereof.

ARTICLE I - NAME

The name of the Limited Liability Company is:

GAMEBRED BAREKNUCKLE MMA LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

GAMEBRED BAREKNUCKLE MMA LLC
264 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the registered agent is:

Rafael Sanchez-Aballi Esq.
264 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE IV - PURPOSE

The purpose for which the Limited Liability Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 605 of the Statutes of the State of Florida.

ARTICLE V - DURATION

The Limited Liability Company shall exist perpetually unless dissolved according to law.

ARTICLE VI - MANAGEMENT

As set forth in the Limited Liability Company's Operating Agreement, the Limited Liability Company is to be managed by one managing member. The name of the initial managing member is as follows:

Jorge Masvidal

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

New members may be admitted by the unanimous vote and upon such terms as the then current members of the Limited Liability Company may determine at the time of the application by or on behalf of a proposed new member.

ARTICLE VIII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which would ordinarily terminate the continued membership of a member of the Limited Liability Company.

ARTICLE IX - INDEMNIFICATION

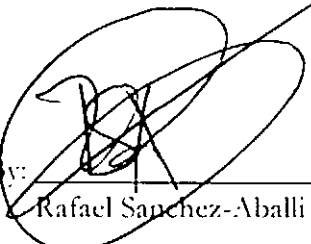
(A) The Limited Liability Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the Limited Liability Company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, Company, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence of

misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Company.

Dated this 13th day of July, 2023.

By: 
Rafael Sanchez-Aballi

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
GAMEBRED BAREKNUCKLE MMA LLC**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

GAMEBRED BAREKNUCKLE MMA LLC

2. The name and address of the registered agent and office is:

Rafael Sanchez-Aballi
264 Almeria Avenue
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for the above-stated 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.

By: 

Rafael Sanchez-Aballi

Date: July 13, 2023