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FLORIDA LIMITED LIABILITY CO.

Attilan Holdings, LLC

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**ARTICLES OF ORGANIZATION
OF
ATTILAN HOLDINGS, LLC**

**ARTICLE I
Name**

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

**ARTICLE II
Address**

The initial mailing address of the Company's principal office is 915 Manatee Avenue East, Bradenton, FL 34208. The initial street address of the Company's principal office is 915 Manatee Avenue East, Bradenton, FL 34208.

**ARTICLE III
Purpose and Duration**

The purpose of this Company is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Company shall have all powers given limited liability companies under the Laws of the State of Florida. The period of duration of this Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Sarah Escobar, Esq. The address of the Company's registered office in Florida is Barnes Walker, 3119 Manatee Avenue West, Bradenton, FL 34205.

**ARTICLE V
Management**

A. The Company is to be managed by a Manager or Managers who will serve in accordance with the terms of the Company's Operating Agreement, and the Manager is or Managers are as follows:

Matthew Livensparger, whose address is 915 Manatee Ave. E, Bradenton, FL 34208.

Stanley Baldwin, whose address is 2809 Wickersham Drive, Temple, TX 76502.

B. The Managers, acting jointly and not alone, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs

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described in Florida Statutes Section 605.0109, as from time to time amended, including, but not limited to, conduct the Company's business and the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

1. Without having first obtained the prior written consent of all the Members, the Manager(s) shall not cause or permit the Company to:

a. Sell, convey, transfer, assign, mortgage, refinance, pledge, encumber, trade, exchange, or otherwise dispose of, or lease for more than two (2) years, or execute and deliver any deed, mortgage, or lease of, any Company real property or any part or interest thereof, or all or substantially all of the other assets of the Company in a single transaction or series of related transactions;

b. Borrow money, including credit card debt, on behalf of the Company in excess of an aggregate of \$10,000.00 during any twelve-month period;

c. Lend any company funds or any assets to any person in an amount or with a value in excess of \$2,500.00;

d. Confess a judgment, or settle, compromise, release, discharge, or pay any claim, demand, or debt against the Company in excess of \$5,000.00;

e. Enter into a joint venture or partnership with any other person or entity;

f. Invest in the debt or equity of any other entity; or

g. Be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Section within five business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

2. Without having first obtained the prior written consent of all of the Member(s), the Manager(s) shall not amend these Articles or the Company's Operating Agreement to:

a. Reduce the LLC Interest, consisting of a Member's transferable interest and membership status, rights, privileges, or benefits or enlarge the duties and obligations of a Member or a Manager;

b. Enlarge the LLC Interest rights, privileges, or benefits or reduce the duties and obligations of a Manager or a Member;

c. Modify the duration of this Company;

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d. File a petition in bankruptcy, make a general assignment for the benefit of creditors, consent to a receiver for the Company, or apply for other such relief available under similar laws or regulations;

e. Hire, terminate, or modify the terms of employment of any Manager or Member;

f. Affect the rights or restrictions regarding the assignability of Member Status or a Transferable Interest;

g. Loan or advance funds to any Member or Affiliate of a Member, nor permit the Company's assets to be encumbered to secure the obligations of a Member or Affiliate of a Member;

h. Change the nature or character of the business of the Company;

i. Dissolve or terminate the existence of this Company;

j. Increase or decrease the number of Managers;

k. Make any payment of wages, monies, employment benefits, or expense reimbursements to any immediate or expanded family member of a Manager;

l. Knowingly or willingly do any act, or fail to act, which would cause the Company to be taxed as a corporation; or

m. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Manager(s)'s request for consent pursuant to this Article V within five business days of receipt of such request, such Member shall be deemed to have consented to the Manager(s)'s request.

C. A "majority in interest," without more, shall mean a simple majority, as determined by their "LLC Interest Percentages" (as defined by Florida Statutes, and further supplemented by the Company's Operating Agreement, if any) in the Company, of the Member(s) of the Company.

ARTICLE VI Continuation of Business

A majority in interest of the remaining Member(s) of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company.

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ARTICLE VII **Profits and Losses Allocation**

Profits and losses will be allocated to the Member(s) in accordance with the Operating Agreement of the Company, if any, and, if none, their ownership interest(s).

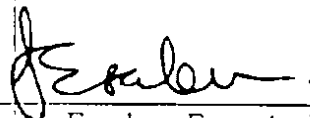
ARTICLE VIII **Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a Manager other than the executing Member, provided, however, that if a single party is the sole Member and Manager, only that party shall be required to sign said Articles of Amendment.

ARTICLE IX **Commencement**

Pursuant to the provisions of Chapter 605, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

The undersigned Member(s) or an authorized representative of a Member has/have executed these Articles of Organization on September 5, 2023.



Sarah Escobar, Esq., Authorized Representative of
Matthew Livensparger, Member

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FLORIDA

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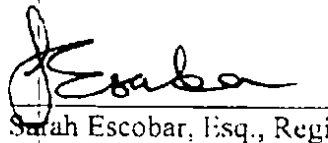
CERTIFICATE OF DESIGNATED REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes Sections 605.0201 and 605.0113, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for Attilan Holdings, LLC:

1. The registered agent of the above-referenced limited liability company is Sarah Escobar, Esq. The address of the registered agent's office is Barnes Walker, 3119 Manatee Avenue West, Bradenton, FL 34205.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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.

Dated: September 5, 2023


Sarah Escobar, Esq., Registered Agent

2023 SEP 6 AM 7:09
STATE OF FLORIDA
TALLAHASSEE
SECRETARY OF STATE

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