

L23000415341

Florida Department of State
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FLORIDA LIMITED LIABILITY CO.

SAL Cap US GP LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:

SAL Cap US GP LLC

Article II. Address

The street address of the Company's initial principal office is:

SAL Cap US GP LLC

1110 Brickell Ave., Suite 310

Miami, FL 33131

The mailing address of the Company's initial principal office is:

SAL Cap US GP LLC

1110 Brickell Ave., Suite 310

Miami, FL 33131

Article III. Registered Agent

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

NS Company Services LLC

1110 Brickell Ave., Suite 310

Miami, FL 33131

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Weiss Serota Helfman Cole & Beirman
2800 Ponce de Leon Blvd., Suite 1200
Coral Gables, FL 33134
(305) 854-0800

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Miami, FL 33131

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management


This will be a manager-managed company. The name and address of each manager is:

SAL Cap US Inc.
1110 Brickell Ave., Suite 310
Miami, FL 33131

Article VII. Company Existence

The Company's existence shall begin effective as of September 7, 2023.

The undersigned authorized representative of a member executed these Articles of Organization on 9/7/2023.



WEISS SEROTA HELFMAN COLE & BEIRMAN
By: Erin Saville, Attorney-in-Fact

Weiss Serota Helfman Cole & Beirman
2800 Ponce de Leon Blvd., Suite 1200
Coral Gables, FL 33134
(305) 854-0800

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STATEMENT OF REGISTERED AGENT

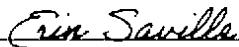
LIMITED LIABILITY COMPANY:

SAL Cap US GP LLC

REGISTERED AGENT/OFFICE:

NS Company Services LLC
1110 Brickell Ave., Suite 310
Miami, FL 33131

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



NS COMPANY SERVICES LLC

By: Erin Saville, Attorney-in-Fact

Date: September 7, 2023

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