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**FLORIDA LIMITED LIABILITY CO.  
TIER ONE COACHING, LLC**

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF ORGANIZATION**  
**OF**  
**TIER ONE COACHING, LLC**

The undersigned, Brandon Lee Jenkins, a natural person competent to contract and an authorized representative of Tier One Coaching, LLC, hereby presents these Articles of Organization as the Articles of Organization of Tier One Coaching, LLC, a limited liability company formed under the provisions of Chapter 605, *Florida Statutes*, certifies that it has formed a limited liability company under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the limited liability company shall be **TIER ONE COACHING, LLC**. This limited liability company is referred to in these Articles of Organization as the "*Company*").

**ARTICLE II**

**Addresses**

The mailing address and principal place of business for the Company shall be: 14286 Beach Boulevard #19-260, Jacksonville, Florida 32250. The Company's mailing address and principal place of business may hereafter be at such other place or places as its members from time to time may determine.

**ARTICLE III**

**Period of Duration**

The Company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by operating agreement adopted by the Members of the Company.

**ARTICLE IV**

**General Powers**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized and shall have all powers and rights which a limited liability company may exercise pursuant to Chapter 605, *Florida Statutes*, including the power to:

- (a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever suited.
- (b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.
- (c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

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(i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or

(ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(d) Make contracts or guarantees or incur liabilities; borrow money at such rates of interest as the Company may determine; issue its notes, bonds, or other obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises, or incomes.

(e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

(f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.

(g) Elect or appoint managers and agents, define their duties, and fix their compensation.

(h) Make and later adopt an operating agreement not inconsistent with these Articles of Organization or the laws of the State of Florida.

(i) Make donations to the public welfare or for charitable, scientific, or educational purposes.

(j) Indemnify a Member or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

(k) Cease its activities and surrender this Certificate of Organization.

(l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Company is organized.

(m) Transact any lawful business which the Members find to be in aid of governmental policy.

(n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its employees.

(o) Be a promoter, incorporator, general partner, limited partner, Member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(p) Have and exercise all other powers necessary or convenient to effect its purposes.

#### ARTICLE V

##### Registered Office and Registered Agent

The street address of the Company's initial registered office is 625 Court Street, Suite 200, Clearwater, FL 33756 and the initial registered agent at such address is Scott W. Vieth, Esq. The

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Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 605.0114, Florida Statutes. Scott W. Vieth, Esq., is specifically authorized to sign and file such Affidavits as may be required under Section 605.0201, Florida Statutes.

#### ARTICLE VI

##### Management

The management of the Company shall be vested in a least one (1) manager. The Manager(s) shall have the powers granted to them in the Operating Agreement. The initial manager of the Company is BRANDON LEE JENKINS, whose mailing address is 14286 Beach Boulevard #19-260, Jacksonville, Florida 32250.

#### ARTICLE VII

##### Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved unless the business of the Company is terminated by the consent or agreement of the majority of the remaining Members' interests. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts authorized by the Company and executed by such Member in his or its representative capacity shall survive and shall inure to the benefit of the Company.

#### ARTICLE VIII

##### Restrictions on Membership

No new members shall be admitted to the Company except as provided in the Operating Agreement. Contributions required of new members shall be determined as of the time of their admission to the Company. A Member's interest in the Company may not be sold or otherwise transferred except in compliance with the Operating Agreement of the Company. Additional restrictions and conditions on membership may be set forth in Operating Agreement adopted by the Members.

#### ARTICLE IX

##### Operating Agreement

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The Member(s) of the Company shall adopt an Operating Agreement of the members pertaining to the regulation, management and affairs of the Company, provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be modified in the manner specified in the Operating Agreement except as otherwise limited by the laws of the State of Florida

**ARTICLE X**  
**Amendment**

The undersigned, being the Members of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of TIER ONE COACHING, LLC. These Articles of Organization may be amended from time to time by the Members in the manner now or hereafter prescribed by the laws of the State of Florida

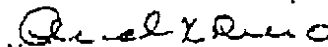
IN WITNESS WHEREOF, the undersigned, Brandon Lee Jenkins, as the authorized representative of the Members, has executed these Articles of Organization this 11 day of September, 2023.

  
Brandon Lee Jenkins, Authorized Representative of  
the Initial Members

STATE OF Rhode Island  
COUNTY OF Newport

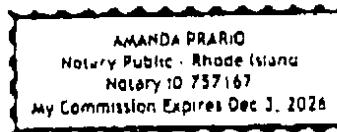
I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, BRANDON LEE JENKINS, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced N/A as identification and who did take an oath and acknowledged before me that he executed the same for the purposes therein expressed and in the capacity so stated.

WITNESS my hand and official seal at Newport, said County and State, this 11 day of September, 2023.

  
Name:

Notary Public  
Print

My Commission  
Expires:



10/03/2026

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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:

**TIER ONE COACHING, LLC.**

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


Scott W. Vieth, Esq.  
625 Court Street  
Suite 200  
Clearwater, Florida 33756

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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.

Dated this 2 day of September, 2023.

  
\_\_\_\_\_  
Scott W. Vieth

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