

11/8/23, 9:46 AM

Division of Corporations

L23000387564 948
 Florida Department of State
 Division of Corporations
 Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H23000387564 3)))



H230003875643ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
 Fax Number : (850)617-6381

From: Account Name : HOLLAND & KNIGHT LLP
 Account Number : I2000000112
 Phone : (305)789-7758
 Fax Number : (305)789-7799

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Ken@botanicallc.com

RECEIVED
 2023 NOV -8 AM 11:33
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**FLORIDA LIMITED LIABILITY CO.
 KLPH INCENTIVE HOLDCO, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

FILED
 2023 NOV -8 PM 4:36
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

T.J.H.
 11/9/23

Electronic Filing Menu Corporate Filing Menu Help

((H23000387564 3)))

**ARTICLES OF ORGANIZATION
OF
KLPH INCENTIVE HOLDCO, LLC**

The undersigned, being a duly authorized representative of the member, desiring to form a limited liability company under and pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "Act"), does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is "KLPH Incentive Holdco, LLC" (the "Company").

ARTICLE II. ADDRESS

The principal and mailing address office of the Company is:

1749 NE Miami Ct., #101
Miami, FL 33132

ARTICLE III. REGISTERED AGENT AND OFFICE

The Company designates 1201 Hays St, Tallahassee, FL 32301 as the street address of the initial registered agent of the Corporation and names Corporation Service Company as the Corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE IV. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement or pursuant to the Act, as amended from time to time.

ARTICLE V. MANAGEMENT AND AUTHORITY

The Company shall be conducted, carried on, and managed by its sole member and is, therefore, a member-managed Company. The name and address of the initial member authorized to manage and control the Company are:

KLPH Holdings, Inc.
1749 NE Miami Ct., #101
Miami, FL 33132

Pursuant to Section 605.04074, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

((H23000387564 3)))

2023 NOV 08 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

((H23000387564 3))

ARTICLE VI. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 8th day of November, 2023.

/s/ Kenneth Lieber
Kenneth Lieber, Duly Authorized
Representative of the Member

FILED
2023 NOV -8 PM 4: 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H23000387564 3))

(((H23000387564 3)))

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for KLPH Incentive Holdco, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 8th day of November, 2023.

Corporation Service Company

/s/ Doreen S. Haeselin

By: _____

Name: Doreen S. Haeselin

Title: Assistant Vice President

FILED

2023 NOV -8 PM 4: 36

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**