

L24000212929

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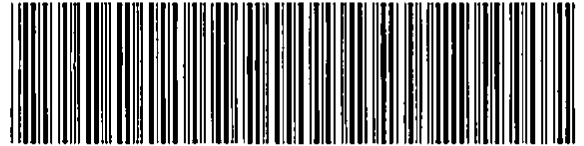
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

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2024 MAY 13 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FL

RECEIVED

2024 MAY 13 AM 11:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext:

To: Department Of State, Division Of Corporations
From: Shauna Godbolt
Ext:
Date: 05/10/24
Order #: 1504304-1
Re: PRG - UnionWest Properties LLC
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$125.0 - FL State Account Number:
120000000195

AUTH

Please take the following action:

File in your office on basis

Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

2024 MAY 13 PM 9:47
DEPARTMENT OF STATE
TALLAHASSEE, FL
FILED

ARTICLES OF ORGANIZATION
OF
PRG – UNIONWEST PROPERTIES LLC

The undersigned authorized representative, acting under and pursuant to the Florida Revised Limited Liability Company Act, §§ 605.0101, et. seq.) (the “Act”), does hereby submit the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is PRG – UnionWest Properties LLC (the “Company”).

ARTICLE II
PURPOSE

The Company is organized to further the stated charitable purposes of Provident Resources Group Inc., a Georgia nonprofit corporation and an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended (the “Code”), as an organization described in Section 501(c)(3) of the Code (the “Sole Member”). Specifically, the Company is organized exclusively for the purpose of promoting and advancing education through the acquisition, financing, furnishing, equipping, operating, and maintaining of one or more mixed-use student housing facilities, including education and education support space, structured parking, and certain associated amenities and improvements located near the campuses of the University of Central Florida – Orlando and Valencia College (the “Institutions”), each a public institution of higher education, located in the City of Orlando, Orange County, Florida, exclusively for the benefit and support of the Institutions and their students, and assisting and otherwise supporting the educational missions of the Institutions (the “Charitable Purposes”). The Company may engage in any lawful business activity permitted by the Act in furtherance of the Charitable Purposes.

ARTICLE III
PUBLIC BENEFIT

The Company shall operate exclusively in furtherance of the Charitable Purposes and shall not engage in any activities that would jeopardize the tax-exempt status of the Sole Member. No substantial part of the Company's activities will be carrying on propaganda or otherwise attempting to influence legislation. No part of the net earnings of the Company or any of its operations shall result in private inurement or impermissible benefits to private interests or individuals, and all property of the Company shall be dedicated and used exclusively in furtherance of the Charitable Purposes. The Company shall not be operated for pecuniary profit.

ARTICLE IV
MEMBERSHIP

The initial member of the Company is the Sole Member. Any member of the Company must be an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended (the “Code”), as an organization described in Section 501(c)(3) of the Code, or an entity that is treated as a “disregarded entity” of such an exempt organization for Federal tax purposes. The business and affairs of the Company will be managed by its members in accordance with the provisions of its Operating Agreement.

ARTICLE V
REGISTERED AGENT

The Company's initial registered agent in the State of Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The undersigned hereby accepts the appointment as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate and agrees to act in such capacity and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties. The undersigned is familiar with and accepts the obligations as registered agent as provided for in the Act.



Registered Agent

ARTICLE VI
PRINCIPAL OFFICE

The Company's principal office is located at 5565 Bankers Avenue, Baton Rouge, Louisiana 70808.

ARTICLE VII
DISTRIBUTION OF ASSETS

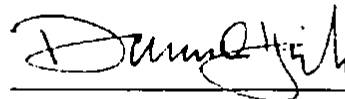
Upon winding up of the Company, and after paying or making provision for the payment of all the liabilities of the Company, the assets of the Company shall be distributed to the Sole Member, provided, however, the Sole Member is, at such time, an organization exempt from Federal income taxation. If not, then the assets of the Company shall be distributed to one or more organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at that time qualify as an organization exempt from Federal income tax.

ARTICLE VIII
AMENDMENTS

Any amendments to these Articles of Organization and the Company's Operating Agreement must be consistent with section 501(c)(3) of the Code and the Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization of PRG – UnionWest Properties LLC this 9th day of May 2024.

AUTHORIZED REPRESENTATIVE:



Donovan O. Hicks
Secretary/Chief Legal Officer
Provident Resources Group Inc.

CSC FIN-50124

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TALLAHASSEE, FL
CLERK OF STATE