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Division of Corporations

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**FLORIDA LIMITED LIABILITY CO.  
THYPHA HOLDINGS LLC**

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Electronic Filing Menu

Corporate Filing Menu

Help

H24000216294 3

**ARTICLES OF ORGANIZATION  
OF  
THYPHA HOLDINGS LLC**

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

**ARTICLE I  
NAME**

The name of the limited liability company is THYPHA HOLDINGS LLC (the "Company").

**ARTICLE II  
PRINCIPAL BUSINESS AND MAILING ADDRESS**

The principal business and mailing address of the Company is:

201 S. Biscayne Boulevard, Suite 800  
Miami, Florida 33131

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The Company designates 201 South Biscayne Boulevard, Suite 800, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Law Center of the Americas, LLC as the Company's initial registered agent at such address to accept service of process within this State.

**ARTICLE IV  
DURATION AND TERMINATION**

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 Florida law and also in accordance with the Operating Agreement of the Company, if applicable.

**ARTICLE V  
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. All Managers, other than the initial Managers, shall be appointed or elected solely as provided in the Operating Agreement of the Company, if applicable, and otherwise by the Member(s).

H24000216294 3

H24000216294 3

ARTICLE VI  
INITIAL MANAGER

The names and addresses of the initial Managers of the Company are:

Alfredo Cerwin Beherns  
c/o 201 S. Biscayne Boulevard  
Suite 800  
Miami, FL 33131

Ingrid E. Von Ahn Brolo de Cerwin  
c/o 201 S. Biscayne Boulevard  
Suite 800  
Miami, FL 33131

ARTICLE VII  
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.

ARTICLE VIII  
ADDITIONAL MEMBERS

Additional Members may be admitted upon (1) the written consent of the then existing Member(s) or (2) in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE IX  
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Member(s) of the Company in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE X  
AMENDMENT

The power to alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of the Member(s) of the Company or in accordance with the procedures set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21<sup>st</sup> day of June, 2024.

By:   
Name: Nicole A. Baudini  
Title: Duly Authorized Representative of the Member


H24000216294 3

H24000216294 3

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for THYPHA HOLDINGS 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 21<sup>st</sup> day of June, 2024.

LAW CENTER OF THE AMERICAS, LLC

By:   
Name: Nicole A. Baudini  
Title: Duly Authorized Representative of the  
Member

H24000216294 3