

# L24000392290

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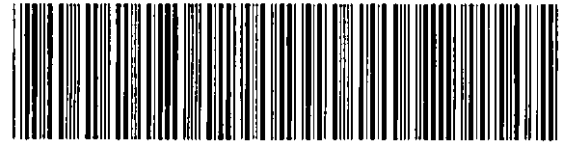
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TOLSON, MISSISSIPPI, FLORIDA

## **Articles of Organization for Florida Limited Liability Company**

### **Article I. Name**

The name of this Florida Limited Liability Company is:  
Tebow Down, LLC

### **Article II. Principal Office and Mailing Address**

The street address of the Company's initial principal office is:  
Tebow Down, LLC  
12735 Gran Bay Pkwy  
Suite 130-A  
Jacksonville, FL 32258

The mailing address of the Company's initial principal office is:  
Tebow Down, LLC  
2220 County Road 210 W  
Suite 108, PMB 317  
Jacksonville, FL 32259

### **Article III. Registered Agent and Registered Office**

The name and street address of the Company's registered agent is:  
Blair Matthews  
12735 Gran Bay Pkwy  
Suite 130-A  
Jacksonville, FL 32258

### **Article IV. Management**

This will be a member-managed company. The name and address of each member is:  
Tim Tebow Foundation, Inc.  
12735 Gran Bay Pkwy  
Suite 130-A  
Jacksonville, FL 32258

### **Article V. Transferability of Membership Interest**

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.

#### **Article VI. 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 VII. Effective Date**

The Company's existence shall begin effective as of August 12, 2024.

IN WITNESS WHEREOF, the undersigned authorized representative of a member executed these Articles of Organization on August 12, 2024.



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Tim Tebow Foundation, Inc.  
Steve Biondo, President

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the requirements of Florida Code Section 605.0113, Tebow Down, LLC, a Florida Limited Liability Company, submits the following statement designating the registered office and registered agent in the State of Florida:

1. The name of the Limited Liability Company is Tebow Down, LLC
2. The name and Florida street address of the registered agent and office are Blaire Matthews, 12735 Gran Bay Pkwy, Suite 130-A, Jacksonville, FL 32258

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, Blaire Matthews hereby accepts the appointment as registered agent and agrees to act in this capacity. Blaire Matthews further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 605, F.S.

  
Blaire Matthews, Registered Agent