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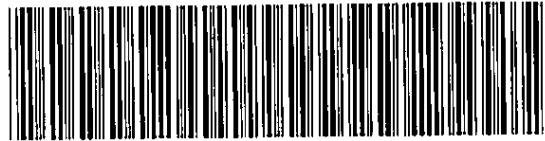
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PROCTOR VENTURE CAPITAL, L.L.C.

Please Debit FCA000000003 For: 125

Thank you Seth Neeley



\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

Signature

Requested by:

Name

Date

Time

## **ARTICLES OF ORGANIZATION OF PROCTOR VENTURE CAPITAL, L.L.C.**

The undersigned has elected to form a limited liability company under the laws of the State of Florida, Florida Statutes Chapter 605, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

### **ARTICLE I NAME**

The name of the limited liability company shall be **PROCTOR VENTURE CAPITAL, LLC**, and its principal place of business shall be in the **City of Pensacola, Escambia County, State of Florida**, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

### **ARTICLE II PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. The primary purpose of the company shall be to receive contributions of property from the its members, to hold such property for business ventures and investment, and to reinvest the income derived from the operation or sale of all or any part of the property for investment purposes in stock, bonds, securities, life insurance contracts, real estate or any other property, all in such manner as the Manager, in the Manager's sole discretion, determine in good faith to be for the mutual benefit and for the general furtherance of the financial interests of the Members. Additionally, the purpose is to consolidate the management of the property; to avoid the division of the property in order to promote the greater sales potential of the property; to avoid potential expensive litigation and disputes over the property by providing mechanisms which will provide for management and procedures to resolve disputes; to provide mechanisms which will restrict the potential of any Member to transfer his interests in the Company; and to establish an investment policy for the Company which encourages investments primarily for the growth of the value of the assets of the Company. The Company may purchase any real or personal property, make any investment, and engage in any joint venture, general partnership, limited partnership, or other business activity proposed by the Manager and not prohibited by law.

2. To engage in any activity or business authorized by Florida law.

3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is

authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

8. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the manager(s) of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV  
DURATION

This limited liability company shall be perpetual or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE V  
PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at **316 South Baylen Street, Pensacola, FL 32502**. The E-mail address of the company is: **mproctor@levinlaw.com**

ARTICLE VI  
MANAGEMENT

This limited liability company shall be managed by one or more managers. The name and address of the person who shall serve as such until the first annual meeting of members or until a successor is elected and qualified is **MARK J. PROCTOR, 316 South Baylen Street, Pensacola, FL 32502**.

ARTICLE VII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

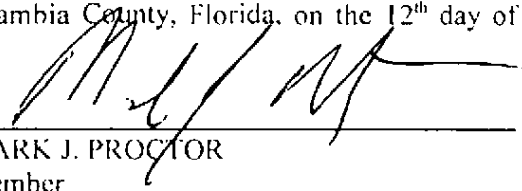
The address of the initial registered office of the limited liability company is **316 South Baylen Street, Pensacola, FL 32502**, and the name of its initial registered agent at such address is **MARK J. PROCTOR**.

ARTICLE VIII  
RESTRICTIONS ON MEMBERSHIP

The admission of Members to the Company shall be accomplished in the manner provided for in the Operating Agreement of the Company. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in the manner provided for in the Operating Agreement of the Company.

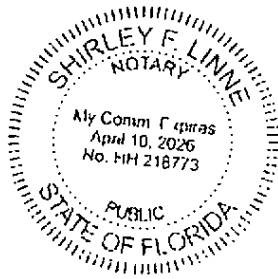
The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of **PROCTOR VENTURE CAPITAL, L.L.C.**

Executed by the undersigned at Pensacola, Escambia County, Florida, on the 12<sup>th</sup> day of September, 2024.

  
\_\_\_\_\_  
MARK J. PROCTOR  
Member

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or  
☐ online notarization this 12<sup>th</sup> day of September, 2024, by **MARK J. PROCTOR**, as the member  
of **PROCTOR VENTURE CAPITAL, L.L.C.**, who: ☒ is personally known to me ☐ produced  
\_\_\_\_\_ as identification.



*Shirley F. Linne*

NOTARY PUBLIC

Typed Name: Shirley F. Linne

Commission Expires: 4-10-2026

Commission No: HH 218773

Z:\CLIENTS\Proctor, Mark\Proctor Venture Capital LLC\Final Documents\Articles of Organization - Proctor Venture Capital, LLC.wpd

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

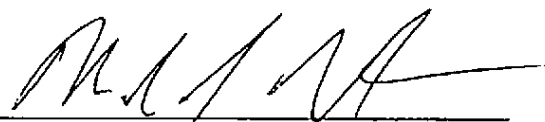
Pursuant to the provisions of Sections 605.0113(2) and 605.0201 of the Florida Revised Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **PROCTOR VENTURE CAPITAL, L.L.C.**

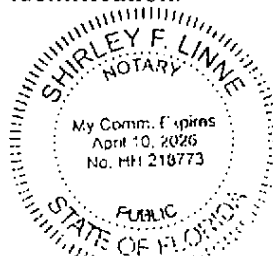
The name of the registered agent for **PROCTOR VENTURE CAPITAL, LLC** is **MARK J. PROCTOR**, and the street address of the company's initial registered office where the agent is located is 316 South Baylen Street, Pensacola, FL 32502.

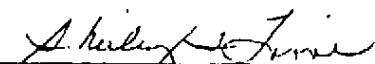
This statement is to acknowledge that, as indicated above, **MARK J. PROCTOR** hereby accepts responsibility to serve as the registered agent for Proctor Venture Capital, LLC to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered 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: September 12, 2024.

  
\_\_\_\_\_  
**MARK PROCTOR**  
Registered Agent

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of September, 2024, by **MARK J. PROCTOR**, agent on behalf of **PROCTOR VENTURE CAPITAL, L.L.C.**, a Florida Limited Liability Company, who is ☒ personally known to me or ☐ who has produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
NOTARY PUBLIC  
Typed Name: Shirley F. Linne  
Commission Expires: 4-10-2026  
Commission No: HH 218773

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