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**FLORIDA LIMITED LIABILITY CO.**

**Ella Hospitality, LLC**

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## ARTICLES OF ORGANIZATION

Florida

175 SW 7th

### Article I. Name

The name of this Florida limited liability company is:

Ella Hospitality, LLC

### Article II. Address

The street address of the Company's initial principal office is:

Ella Hospitality, LLC

175 SW 7th Street, suite 1400

Miami FL 33130

The mailing address of the Company's initial principal office is:

Ella Hospitality, LLC

175 SW 7th Street, suite 1400

Miami FL 33130

### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Ventus Equities, LLC

175 SW 7th Street, suite 1400

Miami FL 33130

### Article IV. Transferability of Membership Interests

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.

Computershare Governance Services Inc.

801 US Highway 1

North Palm Beach FL 33408

(561) 694-8107

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Article V. Distribution of Profits

COMPL  
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 VI. Management

This will be a manager-managed company. The name and address of each manager is:

Eduardo Torrealba  
175 SW 7th Street, suite 1400  
Miami FL 33130

COMPL

Kevin  
The  
A

Article VII. Company Existence

The Company's existence shall begin effective as of October 30, 2024.

The undersigned authorized representative of a member executed these Articles of Organization on 10/30/2024.

  
\_\_\_\_\_  
COMPUTERSHARE GOVERNANCE SERVICES INC.

Kevin Duteau, Special Secretary

The

COMPL

Computershare Governance Services Inc.

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North Palm Beach FL 33408  
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# STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Ella Hospitality, LLC

## REGISTERED AGENT/OFFICE:

Ventus Equities, LLC

175 SW 7th Street, suite 1400

Miami FL 33130

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



VENTUS EQUITIES, LLC

Kevin Duteau, Attorney-in-Fact

Date: October 30, 2024.

Computershare Governance Services Inc.

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