

Florida Department of State
Division of Corporations
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FLORIDA LIMITED LIABILITY CO.
Whale Branch Investments, LLC

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FL

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**ARTICLES OF ORGANIZATION
OF
WHALE BRANCH INVESTMENTS, LLC**

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TALLAHASSEE, FL
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SECTION 1 INTRODUCTION AND PRELIMINARY STATEMENTS

The undersigned organizer (**Organizer**) desires to form a limited liability company under the laws of the State of Florida by delivering these Articles of Organization to the Division of Corporations of the State of Florida, in accordance with Revised Florida Limited Liability Company Act, Chapter 605, Florida Statutes (**Act**).

SECTION 2 NAME

The name of the limited liability company is Whale Branch Investments, LLC, a Florida limited liability company (**Company**).

SECTION 3 DURATION

The Company will perpetually exist from the filing date of these Articles of Organization with the Division of Corporations of the State of Florida, unless dissolved according to law.

SECTION 4 COMPANY'S PURPOSE

The Company's purpose is to engage in any lawful act or activity for which limited liability companies may be formed under the Act, and all activities necessary or incidental to that purpose. The Company has all the powers necessary or convenient to carry out its purposes, including the powers granted by the Act.

SECTION 5 COMPANY'S PRINCIPAL OFFICE AND LOCATION OF RECORDS

The street address of the principal office in the United States where the Company maintains its records is 9245 SE 128th Place, Summerfield, Florida 34491.

SECTION 6 REGISTERED AGENT AND REGISTERED OFFICE

The Company's initial Registered Agent is Jeffrey P. Skates, and the Company's initial registered office is located at 1028 Lake Sumter Landing, The Villages, Florida 32162.

SECTION 7 REGISTERED AGENT CONSENT

I, Jeffrey P. Skates, a natural person and resident of Florida, accept the appointment as Registered Agent of Whale Branch Investments, LLC, a Florida limited liability company. I understand that my responsibilities as Registered Agent are to receive service of process, notices, and demands; to

forward mail; and to notify the Division of Corporations immediately if I resign or if the registered office address changes from the addresses stated above.

Dated: January 6, 2025.



Jeffrey P. Skates, Registered Agent

SECTION 8 MEMBER

The name of the Member is:

Elizabeth Hogue

SECTION 9 ADDITIONAL CONTRIBUTIONS

The Operating Agreement specifies the times and amounts of additional contributions to the Company.

SECTION 10 ADDITIONAL MEMBERS

The Company has the right to admit additional Members to the Company under the terms and conditions of the Company's Operating Agreement. Any Member who is later admitted as a Member of the Company will have all of the rights and obligations of an original Member under the Operating Agreement. Any transferee of a Member's Interest in the Company must be treated as an Assignee until that transferee is admitted as an additional or substitute Member, if ever, under the Operating Agreement.

SECTION 11 OPERATING AGREEMENT AND AUTHORITY

To the extent not expressly required by and provided for in the Act, the manner in which the Company conducts its business and affairs, the duties and authority of its Member and Manager, and the rights and obligations of its Member and Manager must be set forth in the Operating Agreement adopted by the initial Member and Manager of the Company. This Operating Agreement may be amended from time to time according to its provisions.

SECTION 12 MANAGEMENT

Management of the Company is vested in the Manager. The Manager has exclusive authority to act for the Company in all matters. The authorities and duties of the Manager are set forth in the Operating Agreement. The name of the initial Manager is:

Elizabeth Hogue

SECTION 13 INDEMNIFICATION AND LIABILITY

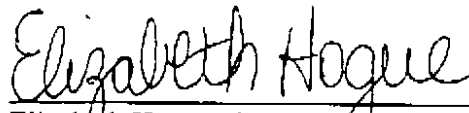
As determined by the Manager of the Company, the Company may indemnify and advance expenses to a Member, Manager, employee, or agent of the Company in connection with any

proceeding to the extent permitted by applicable laws and statutes, the Act, and the Company's Operating Agreement.

SECTION 14 TRANSFERABILITY OF INTEREST

Interests in the Company are nontransferable except as specifically set forth in the Company's Operating Agreement.

Signed on: January 6, 2025.


Elizabeth Hogue, Organizer

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