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COVER LETTER

TO:

TO:	Registration Section Division of Corporation	ns				
SUBJE	Popple Dungeon CCT:					
30 B 3 C			Limited Liability	Company		
		eign Limited Liability Com d to register the above refer				
Please r	eturn all correspondence o	concerning this matter to the	following:			
	Peter L. Phill	ips				
		N	ame of Person			
	Popple Dung	eon Games, LLC				
		F	irm/Company			
	P. O. Box 83	2				
			Address	-		
	Lake Wales,	FL 33859-0832				
	 	City/S	tate and Zip Code			
	Flipsphillips(@gmail.com				
		E-mail address: (to be use	d for future annual	report no	tification)	
For furt	her information concernin	g this matter, please call:				
	Peter L. Phillips		802 at (862-3	210	
	Name o	f Contact Person	Area Code	Day	rtime Telephone Number	
	MAILING ADDRESS: Division of Corporations Registration Section P.O. Box 6327 Tallahassee, FL 32314			Division Registrat Clifton B 2661 Exe	of Corporations ion Section duilding ecutive Center Circle see, FL 32301	
Enclose	d is a check for the follow ☐ \$125.00 Filing Fee	ing amount: ■ \$130.00 Filing Fee & Certificate of Status	□ \$155.00 Filir Certified Copy	ng Fee &	☐ \$160.00 Filing Fee, Co of Status & Certified Cop	

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN. LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

California (Durisdiction under the law of which foreign limited liability company is organized) April 10, 2017 (Date first transacted business in Flonda, if prior to registration) (Street Address of Principal Office) Lake Wales, FL 33898 (Manhing Address) Lake Wales, FL 33898 Name and street address of Florida registered agent: (P.O. Box NOT acceptable) Name: Peter L. Phillips Office Address: Lake Wales Office Address: (City) (Registered agent and complete performance of my duties, and I am familia accept the obligations of my position ay registered agent. (Registered agent's signature) The name, title or capacity and address of the proson(s) who has/have authority to manage is/are:	California Jurisdiction under the law of which foreign himsed liability company is organized) April 10, 2017 (Date first transacted business in Florida, if prior to regustration) (See sections 605 9904 & 605,0905, F.S. to determine penalty liability) 2300 North Scenic Hwy. (Street Address of Principal Office) Lake Wales, FL 33898 Calabeled Address of Principal Office) Name: Peter L. Phillips Office Address: Lake Wales Peter L. Phillips (City) (California (Dursdiction under the law of which foreign hinted liability company is organized) April 10, 2017 (Date first transacted business in Flonda, if prior to registration) (Siee sections 605 0904 & 605 0905, F.S. to determine penalty liability) 2300 North Scenic Hwy. (Street Address of Principal Office) Lake Wales, FL 33898 Name and street address of Florida registered agent: (P.O. Box NOT acceptable) Name: Peter L. Phillips Office Address: 2300 North Scenic Hwy. Lake Wales (City) (City) (City) (City) (City) (City) (City) (City) (City) (Registered agent and to accept service of process for the above stated limited liability company at the graded in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further the omptly with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar accept the obligations of my position as registered agent. (Registered agent.) (Registered agent.) (Registered agent.) Name and Address: Title or Capacity: Name and Address:	California (Jurisdiction under the law of which foreign limited liability company is organized) April 10, 2017 (Date first transacted business in Florida, if prior to registration.) (See sections 605 0904 & 605,0905, F.S. to determine penalty liability) 2300 North Scenic Hwy. (Street Address of Principal Office) Lake Wales, FL 33898 Cake Wales, FL 33898 Name and street address of Florida registered agent: (P.O. Box NOT acceptable) Name: Peter L. Phillips Office Address: 2300 North Scenic Hwy. Lake Wales Florida 33898 (City) Florida 33898 (Zip code)	ifornia diction under the law of which foreign limited liability company is organized) (Date first transacted business in Florida, if prior to registration) (See sections 605 0904 & 605 0905, F.S. to determine penalty liability) (O North Scenic Hwy. (Street Address of Principal Office) ke Wales, FL 33898 (Mailing Address) Lake Wales, FL 33859-0832 e and street address of Florida registered agent: (P.O. Box NOT acceptable) Name: Peter L. Phillips Office Address: 2300 North Scenic Hwy. Lake Wales Florida 3898 (City) Florida 33898 (City)	(Date first transacted business in Florida, if prior to registration.) (See sections 605 0904 & 605,0905, F.S. to determine penalty liability) 2300 North Scenic Hwy. (Street Address of Principal Office) Lake Wales, FL 33898 (FEI number, if applicable) (FEI number, if applicable) (FEI number, if applicable) (FEI number, if applicable) (Author, if applicable) (Mailing Address) Lake Wales, FL 33859-0832	California (Jurisdiction under the law of which foreign limited liability company is organized) April 10, 2017 (Date first transacted business in Florida, if prior to registration.) (See sections 605 0904 & 605 0905, F.S. to determine penalty liability) 2300 North Scenic Hwy. (Street Address of Principal Office) Lake Wales, FL 33898 (Maihing Address) Lake Wales, FL 33859-0832
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Office Address: Lake Wales Florida 33898 (Zip code)	Office Address: Lake Wales Florida 33898 (Zip code)	Office Address: Lake Wales Florida 33898 (Zip code)	Office Address: 2300 North Scenic Hwy. Lake Wales , Florida 33898 (City) (Zip code)	Office Address: 2300 North Scenic Hwy. Lake Wales , Florida 33898 (City) (Zip code)		rame and street address of Florida registered agent: (P.O. Box NOT acceptable)
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n A n 022		P. U. BOX 832	The name, title or capacity and address of the person(s) who has/have authority to manage is/are: Title or Capacity: Member Peter L. Phillips P. O. Box 832 Lake Wales, FL 33859-0832 Member Stewart M. Phillips	ly with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar to the obligations of my position as registered agent. (Registered agent's signature) (Registered age	Office Address: Lake Wales Florida 33898 (Zip code)	Office Address: Lake Wales Florida 33898 (City) (Zip code)
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Typed or printed name of signee

Stewart M. Phillips

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN. LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS: IN THE STATE OF FLORIDA:

(realise of Foreign	nes, LLC Limited Liability Company; must include "Limited I	Liability Company ""L. I. C. " or "L. (C.")	
	isinited islanding Company, mass metade. Islanded i	interinty company, Tataon or 1000.	
name unavailable, enter alternate na	ame adopted for the purpose of transacting business in Florid	a The alternate name must include "Limited Liability Com-	pany," "L.L.C," or "LLC.")
California		3. 47-4461251	
(Jurisdiction under the law of wh	nch foreign limited liability company is organized)	(FEI number, if appli	cable)
April 10, 2017			
	(Date first transacted business in Florida, if prior to reg (See sections 605,0904 & 605,0905, F.S. to determine	gistration.) penalty liability)	
2300 North Scenic Hy	ay.	6 P. O. Box 832	
(Street Address of P	•	(Mailing Address)	
Lake Wales, FL 338	78	Lake Wales, FL 33859-0832	
Name and street address	s of Florida registered agent: (P.O. Box	NOT accentable)	
		acceptable)	
Name:	Peter L. Phillips		
Office Address:	2300 North Scenic Hwy.		
	Lake Wales		
	(City)	, Florida 33898 (Zip code)	
comply with the provisi		registered agent and agree to act in this and complete performance of my duties.	capacityI further a
	ons of all statutes relative to the proper as of my position as registered agent.		capacityI further a
	ons of all statutes relative to the proper a	nd complete performance of my duties, o	and I am familiar w
nd accept the obligations	ons of all statutes relative to the proper as of my/position as registered agent. (Registered agent's sign	nd complete performance of my duties, of my	capacity. I further a and I am familiar w S
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nd accept the obligations 3. The name, title or capa Title or Capacity: Member Member Use attachments if necess . Attached is a certificate	city and address of the person(s) who has/ Name and Address: Peter L. Phillips P. O. Box 832 Lake Wales, FL 33859-0832 Stewart M. Phillips P. O. Box 832 Lake Wales, FL 33859-0832 Stewart M. Phillips P. O. Box 832 Lake Wales, FL 33859-0832 Stewart M. Phillips P. O. Box 832 Lake Wales, FL 33859-0832 Gary) of existence, no more than 90 days old, due of which it is organized. (If the certificate is	nature) Thave authority to manage is/are: Title or Capacity: Name Ally authenticated by the official having cu	capacity.—I further of and I am familiar w co e and Address: stody of records in the

Signature of an authorized person

Typed or printed name of signee

Stewart M. Phillips

State of California

Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: POPPLE DUNGEON GAMES LLC

FILE NUMBER:

201518110023

FORMATION DATE: TYPE:

06/26/2015 DOMESTIC LIMITED LIABILITY COMPANY

JURISDICTION:

CALIFORNIA

STATUS:

ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 20, 2017.

ALEX PADILLA Secretary of State LLC-1

Articles of Organization of a Limited Liability Company (LLC)

To form a limited liability company in California, you can fill out this form, and submit for filing along with:

- A \$70 filing fee.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form.

Important! LLCs in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to https://www.ftb.ca.gov.

LLCs may not provide "professional services," as defined by California Corporations Code sections 13401(a) and 13401.3.

Note: Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.

201518110023

FILED Secretary of State P. P. State of California

JUN 2 6 2015

100

private attorney for advice about your specific business needs.	This Space	For Office	Use Only
For questions about this form, go to www.sos.ca.	gov/business/be/filing-tip	s.htm.	
LLC Name (List the proposed LLC name exactly as it is to appear on the records	of the California Secretary of	State.)	
Popple Dungeon Games LLC	ŕ		
Proposed LLC Name The name must include: LLC, L.L. Liability Co. or Ltd. Liability Companinc., corporation, or corp., insure	y; and may not include: bank, r, or insurance company.	trust, trusto For gene	ee, incorporated ral entity name
Purpose requirements and restrictions, go to	www.sos.ca.gov/ousiness/be/n	ame-avana	somty,num.
The purpose of the limited liability company is to engage in any company may be organized under the California Revised Uniform			limited liabili
LLC Addresses		CA	91205
Initial Street Address of Designated Office in CA - Do not list a P.O. Box	City (no abbreviations)	CA State	Zio
in a record to	- ,,		
Initial Mailing Address of LLC, if different from 3a	City (no abbraviations)	State	Zip
Stewart Morgan Phillips			
Agent's Name	grand from the control of the special section of the control of the special section of the control of the contr	•	,
ь 1360 Kent Pl, Glendale		CA	91205
Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Bo	x City (no abbreviations)	State	Zip
Management (Check only one.)	.3		. :
S The LLC will be managed by:			
One Manager. More Than One Manager	All Limited Liability Cor	npany M	lember(s)
This form must be signed by each organizer. If you need more space, attach ex paper (8:1/2" x 11"). All attachments are made part of these articles of organizatio		nd on star	ndard letter-size
Organizer - Sign here Print your name he	Phillips		
Make check/money order payable to: Secretary of State By	r Mail		Prop-Off
ate of the second of the secon	ry of State		tary of State

Business Entities, P.O. Box 944228

Sacramento, CA 94244-2280

document for free, and will certify the copy upon request and

payment of a \$5 certification fee.

1500 11th Street., 3rd Floor

Sacramento, CA 95814