

ARTICLES OF ORGANIZATION

The chair informed the Members present that the original Articles had been filed in the Office of the Department of State on May 2020. A certified copy of the Articles has been provided to the _____, and the _____ who is hereby directed to insert the copy in the Record Book of Company. A copy is attached as Exhibit "A." The following resolution was moved, seconded and adopted:

RESOLVED, that the _____ is instructed to insert a copy of the Articles of Company, certified by the Department of State, in the Record Book of Company.

OPERATING AGREEMENT

The chair presented a signed Agreement attached to these Minutes as Exhibit "B." The following resolutions were moved, seconded and adopted:

RESOLVED, that the Agreement attached to these Minutes as Exhibit "B" is adopted as the Agreement of Company; and

RESOLVED FURTHER, that the _____ is instructed to certify a copy of the Agreement and insert it in the Record Book of Company.

COMPANY SEAL

The chair presented a Company Seal. The following resolution was moved, seconded and adopted:

RESOLVED, that the Company Seal containing the words ", A _____ Limited Liability Company" together with the date of organization of Company as shown by the impression thereof on the margin of this page, is hereby adopted as the Seal of Company.

CERTIFICATES OF MEMBERSHIP INTEREST

The chair presented a proposed form of Certificate of Membership Interest to be used by Company for its Membership Interests, a blank copy of which is attached to the Minutes as Exhibit "C." The following resolutions were moved, seconded and adopted:

RESOLVED, that the Certificates of Membership Interest representing Membership Interests in Company be in substantially the same form as the form of Certificate of Membership Interest attached to this Certificate as Exhibit "C."

RESOLVED FURTHER, that each Certificate of Membership Interest shall be consecutively numbered beginning with number 1, shall be issued only with the signature of all of the Managers of Company as provided in the Agreement and the Company Seal affixed thereto;

RESOLVED FURTHER, that each Certificate of Membership Interest shall state the name of Company, the laws of the state under which Company is organized, the name of the owner to whom issued, the date of issue of the certificate, and the Percentage Interest represented hereby;

RESOLVED FURTHER, that each Certificate of Membership Interest shall state a statement of designations, preferences, qualifications, limitations, restrictions, and special or related rights of the holder on the face or back of the certificate, or, in lieu thereof, the company shall furnish the statement as a separate document to the holder upon request without charge; and

RESOLVED FURTHER, that the Manager/Secretary is instructed to insert a blank Certificate of Membership Interest as adopted hereby as a specimen in the Record Book of Company immediately following these minutes.

COMPANY RECORD BOOK

The chair stated that a book should be maintained as the Record Book of Company for the purpose of collecting and having all of the important documents of Company readily available. The following resolution was moved, seconded and adopted:

RESOLVED, that Company shall obtain and maintain a Record Book of Company, which shall include the Articles and any amendments thereto, and the Agreement and any amendments thereto, the minutes of all meetings (or consents in lieu of meetings) of the Members of Company and all other important Company documents.

MANAGERS

The chair stated that managers _____ of Company shall be _____.
The following resolution was moved, seconded and adopted:

RESOLVED, that the following persons are elected as manager(s) of Company:

The Managers accepted their appointments as evidenced by their signatures on the Acceptances of Appointments by Managers attached to these Minutes.

PRINCIPAL PLACE OF BUSINESS IN STATE OF ORGANIZATION

The chair stated that the principal place of business in NEW YORK should be identified. The following resolution was moved, seconded and adopted:

RESOLVED, that the principal place of business of Company within the State of New York shall be as follows:

RESIDENT AGENT IN STATE OF ORGANIZATION

The chair stated that the name and address of its Registered Agent in New York should be identified. The following resolution was moved, seconded and adopted:

RESOLVED, that as provided in the Articles, we confirm the name and address of the Registered Agent of Company within the State of NY shall be as follows:

Name: _____

BANK RESOLUTIONS

The chair stated that a depository for the funds of Company is needed. The following resolutions were moved, seconded and adopted:

RESOLVED, that _____ is/are hereby authorized to do the following acts:

- (a) To designate one or more banks, trust companies, or other similar institutions as depositories of the funds, including without limitation, cash and cash equivalents of Company;
- (b) To open, keep and close general and special bank accounts, including general deposit accounts, payroll accounts and working fund accounts with any such depository;
- (c) To cause to be deposited in such accounts with any such depository, from time to time, such funds, including without limitations, cash and cash equivalents of Company as such managers deem necessary or advisable, and to designate or change the designation of manager(s) and agent(s) of Company who would be authorized to make such deposits and to endorse checks, drafts or other instruments for such deposits;
- (d) From time to time to designate or change the designation of manager(s) and agent(s) of this limited liability company who will be authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the

name of Company against any funds deposited in any of such accounts, and to revoke any such designation;

- (e) To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and trust companies customarily require as a condition for permitting the use of facsimile signatures;
- (f) To make such general and special rules and regulations with respect to such accounts as such managers may deem necessary or advisable; and
- (g) To complete and execute printed blank signature card forms in order to exercise the authority granted by this resolution, and any resolutions printed thereon shall be deemed adopted as a part hereof.

RESOLVED FURTHER, that all form resolutions required by any such depository as presented to and considered by such managers prior to the date of these minutes are hereby adopted in such forms utilized by the depository, and is hereby authorized to certify such resolutions as having been adopted by the Members and is directed to attach such forms to these minutes as Exhibit "D" and insert the forms of such resolutions in the Record Book of Company; and

RESOLVED FURTHER, that any such depository to which a copy of these resolutions, certified by _____ shall have been delivered, shall be entitled to rely thereon for all purposes until it shall have received written notice of the revocation or amendment of these resolutions by the Members of Company.

PAYMENT OF EXPENSES OF ORGANIZATION

The Members desire to reimburse costs incurred for the organization of Company. The following resolution was moved, seconded and adopted:

RESOLVED, that each of the Managers of Company is authorized and directed to cause Company to pay the expenses of its organization and to reimburse the persons advancing funds to Company.

OFFER TO ISSUE MEMBERSHIP INTERESTS

The Members desire to offer and issue Membership Interests for consideration. The following resolution was moved, seconded and adopted:

RESOLVED, it is deemed to be in the best interest of Company to offer to sell one hundred percent of Membership Interests to the persons and for consideration set forth below:

| NAME MEMBERS | PERCENTAGE SHARE OF MEMBERSHIP INTERESTS | CONSIDERATION |
|--------------|---|---------------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |

CONTRIBUTIONS OF CASH

RESOLVED FURTHER, Company accepts as consideration for the membership interests of each Member mentioned above, the amount of cash described in Exhibit “E.”

CONTRIBUTIONS OF PERSONAL PROPERTIES

RESOLVED FURTHER, Company accepts as consideration for the membership interest of each Member mentioned above, the personal property interests described in Exhibit “F.”

CONTRIBUTIONS OF REAL PROPERTIES

RESOLVED FURTHER, Company accepts as consideration for the Membership Interest of each Member mentioned above, the real property interests described in Exhibit “G.”

ASSUMPTION OF DEBTS AND OBLIGATIONS

RESOLVED FURTHER, Company assumes the debts and obligations of each Member described in Exhibit “H” as consideration for the Membership Interest of each Member.

ISSUANCE OF MEMBERSHIP INTERESTS

The Members having received acceptances of their offers of Member Interests desire to issue Membership Interests. The following resolutions were moved, seconded and adopted:

RESOLVED, that Company issue the indicated Membership Interests to the persons named above in exchange for the amounts of consideration listed above;

RESOLVED FURTHER, that the Managers are hereby authorized and instructed to sell and issue to the persons named above the percentage share of Membership Interests indicated above upon receipt of the amounts of consideration listed; and

RESOLVED FURTHER, that the Managers are authorized and directed to take all actions that may be necessary and proper for Company to issue and sell the Membership Interests to the persons named, in accordance with applicable laws, and that those actions shall include, where necessary:

(a) Doing all acts that may be necessary under the federal securities laws and the securities laws of any state, including _____, if advised by legal counsel preparing, verifying and filing or causing to be prepared, verified and filed on behalf of Company with the Securities and Exchange Commission five copies of a Notice of Sales of Securities (Form D) not later than fifteen (15) days after the sale and issuance of the Membership Interests described above and at such other times as are required by Rule 503 of Regulation D in order to establish the applicability of one of the exemptions provided by Regulation D for such sale and issuance; and

(b) Doing all acts necessary to expedite these transactions or conform them, or any of them, to the requirements of any applicable law, ruling, or regulation.

FEDERAL TAX MATTERS

The Members desire to authorize actions with respect to certain tax matters. The following resolutions were moved, seconded and adopted:

APPOINTMENT OF TAX MATTERS PARTNER

RESOLVED, that _____ is appointed as the "Tax Matters Partner".

FEDERAL TAX IDENTIFICATION NUMBER

RESOLVED, that the Tax Matters Partner is hereby authorized and directed to complete, execute, and file or to have completed, executed and filed the Federal Form SS-4, "APPLICATION FOR EMPLOYER IDENTIFICATION NUMBER."

ADOPTION OF ACCOUNTING METHOD

RESOLVED FURTHER, that the Tax Matters Partner is authorized and directed to maintain the financial records of Company on the basis of the accrual method of accounting.

ADOPTION OF TAX ACCOUNTING PERIOD

RESOLVED FURTHER, that the Tax Matters Partner is authorized and directed to use the taxable year of the Members having a majority interest in profits and capital.

OTHER NECESSARY ACTS

The Members desire to authorize all other acts necessary to complete the organizational process. The following resolution was moved, seconded and adopted:

RESOLVED, that each of the _____ is authorized and directed to make such filings and applications, to execute and deliver such documents and instruments and to do such acts and obtain such licenses, authorizations, and permits as are necessary or desirable for Company to conduct its business, to fulfill legal requirements applicable to Company or its business to complete the organization of Company and its qualification to do