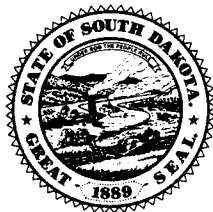


State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Organization Domestic LLC

ORGANIZATIONAL ID# DL047759

I, Shantel Krebs, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization of

Wilcox Brothers Properties LLC

duly signed and verified, have been received in this office and are found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Organization and attach hereto a duplicate of the Articles of Organization.



IN TESTIMONY WHEREOF,
I have hereunto set my hand and
affixed the Great Seal of the
State of South Dakota, at Pierre,
the Capital, this 03/28/2016.

Shantel Krebs

Shantel Krebs
Secretary of State

3/31/2016 8:29:23 AM
Change ID: 1326379

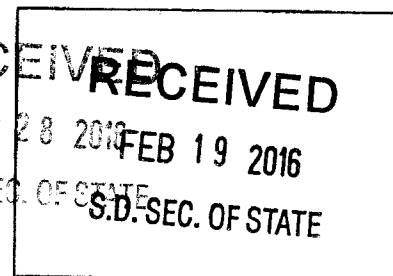
Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

ARTICLES OF ORGANIZATION DOMESTIC LIMITED LIABILITY COMPANY

Please Type or Print Clearly in Ink

Please submit one Original and one Photocopy

FILING FEE: \$150 payable to SECRETARY OF STATE



Telephone # _____
FAX # _____

Filed this 28th day of
March 2016
Shantel Krebs
SECRETARY OF STATE

Article I

The name of the company is Wilcox Brothers Properties LLC

The name must contain limited liability company, limited company or the abbreviation L.L.C., LLC, L.C. or LC. Limited may be abbreviated as Ltd. and company may be abbreviated as Co.

Article II

The duration of the company if other than perpetual is N/A

Article III

The address of the initial designated office in or out of the State of South Dakota where the company conducts its business.

210 F Street	Edgemont	South Dakota	55735-5015
Street Address	City	State	ZIP+4
PO Box 825	Edgemont	South Dakota	57735-5015
Mailing Address (Optional)	City	State	ZIP+4

Article IV

The South Dakota Registered Agent name Christopher Wilcox

210 F Street	Edgemont	South Dakota	55735-5015
Street Address or Rural Route Number in This State and	City	State	ZIP+4
PO Box 825	Edgemont	South Dakota	57735-5015
Mailing Address in This State, if Different from Street Address	City	State	ZIP+4

When listing a Commercial Registered Agent, please state their CRA #.
This number can be obtained from the Commercial Registered Agent.

N/A

Article V

The name and address of each organizer

Christopher Wilcox	210 F Street	Edgemont	South Dakota	57735-5015
Name	Street Address	City	State	ZIP+4
Leonard Wilcox	20420 Leeward Ln	Cutler Bay	Florida	33189-2414
Name	Street Address	City	State	ZIP+4
Name	Street Address	City	State	ZIP+4
Name	Street Address	City	State	ZIP+4

Article VI

Check one:

- ☒ The company will be member managed.
☐ The company will be manager managed.

If this company is to be manager managed, please state the name and address of each initial manager.

Manager	Street Address	City	State	ZIP+4
Manager	Street Address	City	State	ZIP+4
Manager	Street Address	City	State	ZIP+4

Article VII

Whether one or more of the members of the company are to be liable for its debts and obligations as set forth under SDCL 47-34A-303 (c).

None noted

Article VIII

Any other provisions not inconsistent with law, which the members elect to set out in the articles of organization.

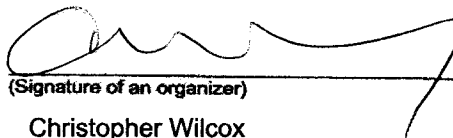
Article VIII Exhibit 1 Dated January 30, 3016

The Articles of Organization must be executed by the organizers.

Dated

2/1/2016

By signing this form, you agree to have both the fee and the form processed electronically. A fee of up to \$40 will be assessed for returned payments.



(Signature of an organizer)

Christopher Wilcox

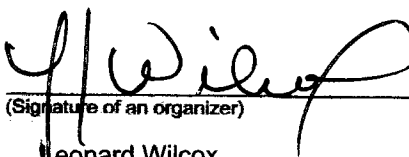
(Printed Name)

Member

(Title)

Dated

2/1/2016



(Signature of an organizer)

Leonard Wilcox

(Printed Name)

Member

(Title)

Dated

(Signature of an organizer)

(Printed Name)

(Title)

Dated

(Signature of an organizer)

(Printed Name)

(Title)

Article VIII Exhibit 1

January 30, 2016

Company

Name

Wilcox Brothers LLC

Will this Company perform professional services

No

Describe the company's Purpose

Purchase/Own properties for leasing or resale

Principal Office Address

Street Address:

PO Box 825

Edgemont

South Dakota

157735

Same Mailing Address

Yes

Company currently has

Two (2) members

First Member

Individual Corporation

Christopher Wilcox

PO Box 825

Edgemont

South Dakota

157735

Member will have a 50% gross profit of Wilcox Brothers LLC

Second Member

Individual Corporation

Leonard Wilcox

120420 Leeward Ln

Miami

Florida

133189

Member will have a 50% gross profit of Wilcox Brothers LLC

New members permitted

Only within stipulations of this agreement

Member Removal

Voluntary withdrawal of a member allowed

Yes

Notice period requirement:

180 days

Company automatically dissolves if member withdraws?

No

Members allowed to sell their stake

Yes, only per this agreement

Assets distributed according to:

Set profit & loss ratios

Meetings

As agreed to by members

Schedule regular meetings

No

Member voting power

Equal voting power

Profits/Losses

How will profits & losses be distributed

Shared Equally

Management

Company managed by

Member(s)

Financials

LLC tax treatment type

Partnership

Which member is the Tax Matters Partner

Christopher Wilcox

(This member is selected by the LLC to represent the company to the Internal Revenue Service and to make decisions on behalf of the LLC concerning taxation issues. The Internal Revenue Code requires that the company designate a Member for this purpose)

Authority

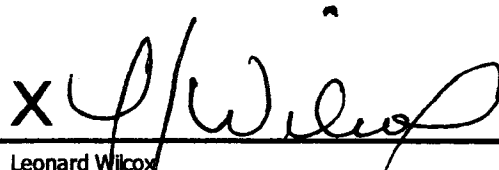
Each member has authority to bind the company in contract

Yes

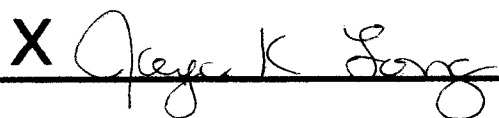
Additional Clauses

During such a time in the event that one member dies or becomes mentally/physically incapacitated, that members estate Trustmaker under; in accordance with that said members Revocable Living Trust will have the option to remain a 50-50 partner of the company (performing that partners responsibilities) or sell the deceased members 50% companies share (current assessed companies net investment utilizing 50% of gross companies investment as a baseline) to the remaining member.

X 
Christopher Wilcox
Partner

X 
Leonard Wilcox
Partner

X 
Witness

X 
Witness



South Dakota Secretary of State
SHANTEL KREBS

Return To: CHRISTOPHER WILCOX WILCOX PROPERTIES
PO BOX 825
EDGEMONT, SD 57735

From: Secretary of State Shantel Krebs
Corporations Division

Filing Date: 03/28/2016

Re: Wilcox Brothers Properties LLC (DL047759)
Articles of Organization

The documents on behalf of Wilcox Brothers Properties LLC have been received and filed. Attached is the Certificate along with a receipt for the filing fee of \$150.00. Below is a summary of the transaction.

Remitter	Address	Amount Paid
CHRISTOPHER WILCOX WILCOX PROPERTIES	PO BOX 825 EDGEMONT, SD 57735	\$150.00
Total:		\$150.00

Description	Invoice Date	Qty	Receipt #	Subtotal
Articles of Organization	03/31/2016	1	399316	\$150.00
Total:				\$150.00