

Receipt Number: 2118965

File Number **DL023975**



ARTICLES_OF_ORGANIZATION

For

BROOKS 22, LLC

Filed at the request of:

SULLIVAN & WARD PC
MATTHEW D GARDNER
6601 WESTOWN PKWY STE 200
WEST DES MOINES IA 50266

State of South Dakota
Office of the Secretary of State

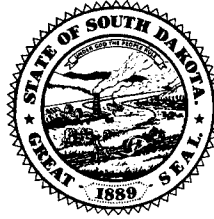
Filed in the office of the Secretary of State on: **Friday, March 04, 2011**



Secretary of State

Fee Received: \$150.00

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

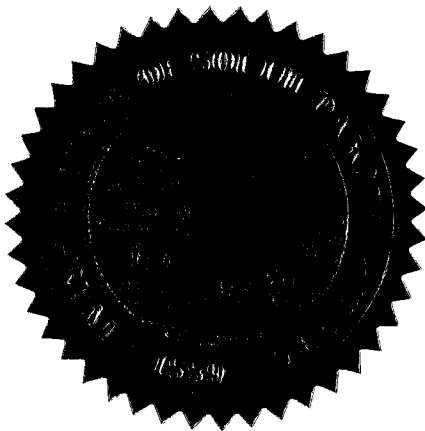
Certificate of Organization Limited Liability Company

ORGANIZATIONAL ID #: DL023975

I, Jason M. Gant, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization of **BROOKS 22, LLC** duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company Act, 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 IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this March 4, 2011.



Jason M. Gant
Secretary of State

381 0026
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

RECEIVED

MAR 04 2011

S.D. SEC. OF STATE

Filed this 4th day of Nov. 2011
Jason Sant
SECRETARY OF STATE

Telephone # (515) 244-3500

FAX # (515) 244-3599

Article I

The name of the company is Brooks 22, 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 _____

Article III

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

6601 Westown Parkway, #200	West Des Moines	IA	50266
Street Address	City	State	ZIP+4

Mailing Address (Optional)	City	State	ZIP+4
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Article IV

The South Dakota Registered Agent name Person Enterprises, L.L.C.

326 N. Madison Avenue	Pierre	SD	57501
Street Address (Required to be a South Dakota Address)	City	State	ZIP+4

Mailing Address (Optional - Required to be a South Dakota 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.

Article V

The name and address of each organizer

Matthew Gardner	6601 Westown Parkway, #200	West Des Moines	IA	50266
Name	Street Address	City	State	ZIP+4
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).

[illegible]

Article VIII

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

The Articles of Organization must be executed by the organizers.

Dated March 3, 2011


(Signature of an organizer)

Matthew Gardner
(Printed Name)

Organizer
(Title)

Dated _____

(Signature of an organizer)

(Printed Name)

(Title)

Dated _____

(Signature of an organizer)

(Printed Name)

(Title)

Dated _____

(Signature of an organizer)

(Printed Name)

(Title)

Receipt Number: 2151800

File Number **DL023975**



ARTICLES_OF_MERGER

For

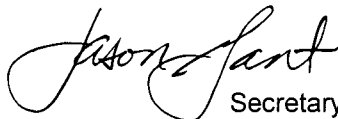
**BROOKS 22, LLC a Florida limited liability company merging into BROOKS 22, LLC
a South Dakota limited liability company and the survivor**

Filed at the request of:

MATTHEW D GARDNER
SULLIVAN & WARD PC
6601 WESTOWN PKWY STE 200
WEST DES MOINES IA 50266

*State of South Dakota
Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Tuesday, May 31, 2011**


Secretary of State

Fee Received: \$60.00

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

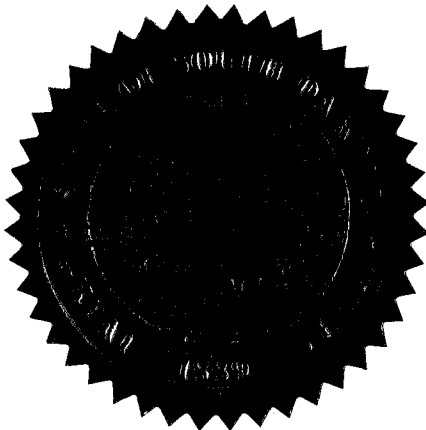
Certificate of Merger Limited Liability Company

ORGANIZATIONAL ID #: DL023975

I, **Jason M. Gant**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Merger **BROOKS 22, LLC a Florida limited liability company merging into BROOKS 22, LLC a South Dakota limited liability company and the survivor** duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Act, 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 Merger and attach hereto a duplicate of the Articles of Merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this May 31, 2011.



Jason M. Gant
Secretary of State

362 day of
May 2011
J. W. [Signature]
SECRETARY OF STATE

**ARTICLES OF MERGER
FOREIGN LIMITED LIABILITY COMPANY INTO DOMESTIC
LIMITED LIABILITY COMPANY**

South Dakota Secretary of State
500 E. Capitol Ave.
Pierre, SD 57501
Phone (605) 773-4845

RECEIVED

MAY 31 2011

S.D. SEC. OF STATE

1. Brooks 22, LLC is a Florida limited liability company ("Brooks 22 Delaware") with Articles of Organization filed on November 12, 2004. An application for authority in South Dakota has not been filed.
2. Brooks 22, LLC is a South Dakota limited liability company ("Brooks 22 South Dakota") with Articles of Organization filed on March 4, 2011.
3. A Plan of Merger between Brooks 22 Delaware and Brooks 22 South Dakota has been approved and signed by both entities.
4. The name and address of the surviving entity shall be Brooks 22, LLC, a South Dakota limited liability company, 12815 Pacifica Pl., Tampa, FL 33625.
5. The effective date of the Merger shall be effective upon filing.
6. No changes are necessary to the Articles of Organization for Brooks 22 South Dakota.

Date:

3/15/11

Signed:



Derrick Brooks, Manager
Brooks 22, LLC,
a South Dakota limited liability company

Date:

3/15/11

Signed:



Derrick Brooks, Manager
Brooks 22, LLC,
a Florida limited liability company

2012

Enter Filing Year

ANNUAL REPORT

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

DOMESTIC LLC

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE 9/14/2012

RECEIPT NO 63766

1. L.L.C. ID and Name:

DL023975

BROOKS 22, LLC

6601 WESTOWN PARKWAY #200

WEST DES MOINES, IA 50266-7733

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

6601 WESTOWN PARKWAY #200

WEST DES MOINES

IA

50266-7733

Street Address

City

State

ZIP+4

Mailing Address

City

State

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name:

PERSON ENTERPRISES, L.L.C.

326 N. MADISON

PIERRE

SD

57501

Street Address or Rural Route Box Number in This State and

City

State

ZIP+4

Mailing Address in This State, if Different from Street Address

City

State

ZIP+4

5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

☐

Manager

Street Address

City

State

ZIP+4

☐

Manager

Street Address

City

State

ZIP+4

☐

Manager

Street Address

City

State

ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Date 09/14/2012

Signature Accepted Electronically

(Signature of an Authorized Person)

MATTHEW GARDNER

(Printed Name)

2013

Enter Filing Year

ANNUAL REPORT

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

DOMESTIC LLC

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE 3/13/2013

RECEIPT NO 100975

1. L.L.C. ID and Name:

DL023975
BROOKS 22, LLC
2900 100TH ST, STE 207
URBANDALE, IA 50322

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

2900 100TH ST, STE 207 URBANDALE IA 50322

Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: PERSON ENTERPRISES, L.L.C.

326 N. MADISON PIERRE SD 57501

Street Address or Rural Route Box Number in This State and City State ZIP+4

Mailing Address in This State, if Different from Street Address City State ZIP+4

5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

☐

Manager Street Address City State ZIP+4

☐

Manager Street Address City State ZIP+4

☐

Manager Street Address City State ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Date 03/13/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

MATTHEW GARDNER

(Printed Name)

2014

Enter Filing Year

ANNUAL REPORT

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

DOMESTIC LLC

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE DATE 4/22/2014

RECEIPT NO 194651

1. L.L.C. ID and Name:

DL023975
BROOKS 22, LLC
2525 MAIN ST., STE. 210
SANTA MONICA, CA 90405

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

2525 MAIN ST., STE. 210 SANTA MONICA CA 90405

Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: PERSON ENTERPRISES, L.L.C.

326 N. MADISON PIERRE SD 57501

Street Address or Rural Route Box Number in This State and City State ZIP+4

Mailing Address in This State, if Different from Street Address City State ZIP+4

5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

☐

Manager Street Address City State ZIP+4

☐

Manager Street Address City State ZIP+4

☐

Manager Street Address City State ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Dated 04/22/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

BENJAMIN RENZO

(Printed Name)

2015

Enter Filing Year

ANNUAL REPORT

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

DOMESTIC LLC

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE DATE 3/26/2015

RECEIPT NO 286351

1. L.L.C. ID and Name:

DL023975
BROOKS 22, LLC
2525 MAIN ST., STE. 210
SANTA MONICA, CA 90405

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

2525 MAIN ST., STE. 210 SANTA MONICA CA 90405

Street Address City State ZIP+4

Mailing Address City State ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: PERSON ENTERPRISES, L.L.C.

326 N. MADISON PIERRE SD 57501

Street Address or Rural Route Box Number in This State and City State ZIP+4

Mailing Address in This State, if Different from Street Address City State ZIP+4

5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

☐

Manager Street Address City State ZIP+4

☐

Manager Street Address City State ZIP+4

☐

Manager Street Address City State ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Dated 03/26/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

BENJAMIN RENZO

(Printed Name)

2016

Enter Filing Year

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

ANNUAL REPORT

DOMESTIC LLC

SDCL 47-34A-211; 59-11-24, 24.1

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE DATE 2/15/2016

RECEIPT NO 382867

1. LLC ID and Name:

DL023975

Enter LLC ID

BROOKS 22, LLC

Enter LLC Name

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

2525 MAIN ST., STE. 210

SANTA MONICA

CA

90405

Actual Street Address or Rural Route Box Number

City

State

ZIP+4

Mailing Address, if Different from Street Address

City

State

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: PERSON ENTERPRISES, L.L.C.

326 N. MADISON

PIERRE

SD

57501

Actual Street Address or Rural Route Box Number in This State

City

State

ZIP+4

Mailing Address in This State, if Different from Street Address

City

State

ZIP+4

5. The names and business addresses of its principal officers and directors (governors). If, pursuant to SDCL 59-11-24, the board of directors has been eliminated, list the names of the shareholders.

☐

Manager

Actual Street Address

City

State

ZIP+4

☐

Manager

Actual Street Address

City

State

ZIP+4

☐

Manager

Actual Street Address

City

State

ZIP+4

6. Beneficial Interest (optional)

Owner	Description of Ownership	Percentage/Value
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No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty (SDCL 47-1A-129).

Dated 02/15/2016

Signature Accepted Electronically
(Signature of an Authorized Person)
BENJAMIN F RENZO
(Printed Name)