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Division of Corporations

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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FLORIDA LIMITED LIABILITY CO.
FOUNDATION RE HOLDINGS LLC

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OCT 11 2021

**ARTICLES OF ORGANIZATION
OF
FOUNDATION RE HOLDINGS LLC**

ARTICLE I - NAME

The name of this limited liability company is Foundation RE Holdings LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is c/o Boys & Girls Clubs of Central Florida Administrative Service Center, 101 E. Colonial Drive, Orlando, Florida 32801.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 101 E. Colonial Drive, Orlando, Florida 32801, and the name of the initial registered agent of the Company at that address is Gary W. Cain.

ARTICLE IV - SECTION 501(C)(3) ORGANIZATION

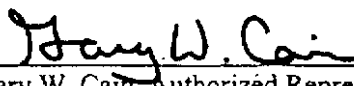
The Company is organized for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (the "Code"), and exclusively for the benefit of its sole member, an organization exempt from tax pursuant to Code Section 501(c)(3). No part of the net earnings of the Company shall inure to the benefit of any private person (other than as reasonable payment for services rendered by such person). No substantial part of the activities of the Company shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Company shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office. The Company shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

The transfer of a membership interest in the Company is prohibited except for a transfer approved by the member of the Company to an organization exempt from tax pursuant to Section 501(c)(3) of the Code, or to the federal government or a state or local government, for a public purpose.

Upon the dissolution of this Company, after the payment or provision for the payment of all of the liabilities of this Company, all of the assets of this Company shall be distributed to its sole member; provided, however, that if the Company's sole member is not an organization exempt from tax pursuant to Code Section 501(c)(3) at such time, then such assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IV – MANAGEMENT

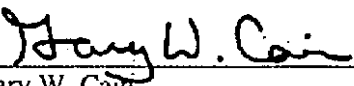
The Company is a member-managed limited liability company and the initial member of the Company is Boys & Girls Clubs of Central Florida Foundation, Inc., a Florida not for profit corporation.



Gary W. Cain, Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.



Gary W. Cain