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May 17, 2022

**VIA E-MAIL** (wayde@develliott.com) **and U.S. MAIL**

Wayde B. Elliott, DMD  
2448 SW Commonwealth Avenue  
Portland, OR 97201

Re: Formation of Elliott OZ LLC

Dear Wayde:

At your request, we filed Articles of Organization with the Oregon Secretary of State Corporation Division on May 17, 2022, in order to organize Elliott OZ LLC, an Oregon limited liability company (the "Company"). Enclosed is a copy of the filed Articles of Organization for your records.

Because the Company is a single member LLC (solely owned by you), we have prepared the enclosed Memorandum of Sole Member, in lieu of a full-blown operating agreement. Please sign the Memorandum and return it to my office for placement in the Company's file.

As the Company will have no employees, it will not need to have a Federal Employer Identification Number ("FEIN"). Rather, you can use your own Social Security Number for all activities of the Company. Most banks understand that an LLC like Elliott OZ LLC, which is solely owned by you, is a disregarded entity for income tax purposes and it uses its sole owner's taxpayer identification number (i.e., Social Security Number). If, however, your bank insists upon you obtaining a FEIN to open a bank account for the Company, your accountant can obtain a FEIN for that purpose.

As we discussed, you should consult with your insurance agent to obtain and maintain all necessary insurance, including without limitation, liability, property, and any special coverage pertaining to the LLC.

Each year, we will assist you in renewing the Company with the Oregon Secretary of State. In addition, we will act as the Registered Agent for the Company. Should you have any questions, please do not hesitate to contact me.

Sincerely,

FOSTER GARVEY PC

*/s/ Larry J. Brant*

Larry J. Brant

Enclosures

FG:100382906.1

# ARTICLES OF ORGANIZATION



Corporation Division  
[www.filinginoregon.com](http://www.filinginoregon.com)

**E-FILED**  
May 17, 2022  
**OREGON SECRETARY OF STATE**

## REGISTRY NUMBER

197092795

## TYPE

DOMESTIC LIMITED LIABILITY COMPANY

## 1. ENTITY NAME

ELLIOTT OZ LLC

## 2. MAILING ADDRESS

C/O LARRY J BRANT  
121 SW MORRISON ST FL 11  
PORTLAND OR 97204 USA

## 3. PRINCIPAL PLACE OF BUSINESS

2448 SW COMMONWEALTH AVENUE  
PORTLAND OR 97201 USA

## 4. NAME & ADDRESS OF REGISTERED AGENT

LARRY J BRANT  
  
121 SW MORRISON ST FL 11  
PORTLAND OR 97204 USA

## 5. ORGANIZERS

LARRY J BRANT  
  
121 SW MORRISON ST FL 11  
PORTLAND OR 97204 USA

## 6. INDIVIDUALS WITH DIRECT KNOWLEDGE

WAYDE B ELLIOTT  
  
2448 SW COMMONWEALTH AVENUE  
PORTLAND OR 97201 USA

## 7. INITIAL MEMBERS/MANAGERS

### MEMBER

WAYDE B ELLIOTT  
  
2448 SW COMMONWEALTH AVENUE  
PORTLAND OR 97201 USA



## 8. DURATION

PERPETUAL

## 9. MANAGEMENT

This Limited Liability Company will be member-managed by one or more members

## 10. OPTIONAL PROVISIONS

No member shall be personally liable to the Company or its other members for monetary damages for any conduct as a member, provided that this Article shall not, in accordance with ORS 63.160, eliminate or limit the liability of a member for: (a) any breach of the members duty of loyalty to the Company or its other members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any unlawful distribution under the Oregon Limited Liability Company Act; or (d) any transaction from which the member derived an improper personal benefit. To the fullest extent permitted by law, the Company shall be authorized to indemnify any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding of any nature, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Company), because the person is or was a member, employee, or agent of the Company. This indemnification shall include advancement, payment, and reimbursement of expenses to the fullest extent required or authorized by law. No amendment to or repeal of applicable statutes or this article shall apply to or have any effect on indemnification for or with respect to any acts or omissions before the amendment or repeal.

The company elects to indemnify its members, managers, employees, agents for liability and related expenses under ORS 63.160 to 63.170.

I declare, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, managers, members or agents of the limited liability company on behalf of which the person signs. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

By typing my name in the electronic signature field, I am agreeing to conduct business electronically with the State of Oregon. I understand that transactions and/or signatures in records may not be denied legal effect solely because they are conducted, executed, or prepared in electronic form and that if a law requires a record or signature to be in writing, an electronic record or signature satisfies that requirement.

### ELECTRONIC SIGNATURE

#### NAME

LARRY J BRANT

#### TITLE

ORGANIZER

#### DATE

05-17-2022

**MEMORANDUM  
OF  
SOLE MEMBER  
OF  
ELLIOTT OZ LLC**

The Articles of Organization of **Elliott OZ LLC** (“Company”), were filed by Larry J. Brant, as Organizer, on May 17, 2022, with the Oregon Secretary of State in accordance with the Oregon Limited Liability Company Act (“Act”). The state registry number of the Company is: 197092795.

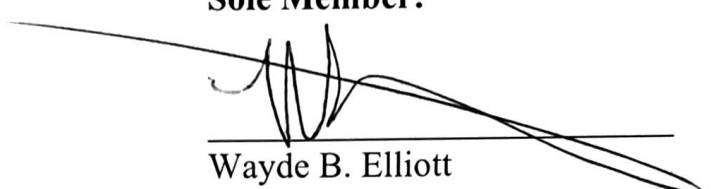
The primary purpose of the Company is to own an interest in a Qualified Opportunity Zone Fund as defined and in accordance with Internal Revenue Code Section 1400Z-1 and 1400Z-2, and any Treasury Regulations promulgated thereunder. The Company may also engage in any lawful business permitted by the Act or the laws of any jurisdiction in which the Company may do business.

The Company shall be managed by its sole member, Wayde B. Elliott.

The sole member, Wayde B. Elliott, has formed the Company as a single owner entity so that it will qualify under the “check-the-box” Treasury Regulations as a pass-through entity which will be ignored for purposes of federal and state income taxation. The Company shall for all other purposes be treated as a limited liability company.

The sole member intends that the Act, as amended from time to time, govern the affairs of the Company. If additional members are ever admitted to the Company, the members may enter into an operating agreement to govern the affairs of the Company.

**Sole Member:**



Wayde B. Elliott