State of Alaska
Department of Commerce, Community, and Economic Development
Division of Corporations, Business, and Professional Licensing

Confirmation

Your filing is complete. Please print and retain this page for your records.

Important entity responsibility information is available by clicking the following link: Entity Responsibilty.

The entity responsibility document should be printed or saved and retained for your records.

Print certificates and filed documents from the entity's detail page. Click here and scroll down to Filed Documents.

Entity Details

Entity Number:	10300745
Legal Name:	DBD Holdings LLC
Filing Type:	Creation Filing - Domestic Limited Liability Company

Payment Information

Receipt Number:	101036698
Receipt Date:	2/10/2025 11:09:50 AM
Payer Name:	Benjamin Sloan
Payment Amount:	250.00

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Alaska Entity #10300745

State of Alaska
Department of Commerce, Community, and Economic Development
Corporations, Business, and Professional Licensing

Certificate of Organization

The undersigned, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that a duly signed and verified filing pursuant to the provisions of Alaska Statutes has been received in this office and has been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce, Community, and Economic Development, and by virtue of the authority vested in me by law, hereby issues this certificate to

DBD Holdings LLC

IN TESTIMONY WHEREOF, I execute the certificate and affix the Great Seal of the State of Alaska effective **February 10, 2025**.

Julie Sande
Commissioner

APPLICANT | LEAVE BLANK | TYPE OR ...

Alaska Business License # 2213690

Alaska Department of Commerce, Community, and Economic Development

Division of Corporations, Business, and Professional Licensing
PO Box 110806, Juneau, AK 99811-0806

This is to certify that the owner

DBD Holdings LLC

is licensed by the department to do business as

Delta Blazers Dispensary

PO Box 217, Delta Jct., AK 99737

for the period

March 31, 2025 to December 31, 2025
for the following line(s) of business:

44-45 - Retail Trade

This license shall not be taken as permission to do business in the state without having complied with the other requirements of the laws of the State or of the United States.

This license must be posted in a conspicuous place at the business location.
It is not transferable or assignable.

Julie Sande
Commissioner

AK Entity #: 10300745
Date Filed: 06/05/2025
State of Alaska, DCCED

FOR DIVISION USE ONLY

THE STATE of ALASKA

Department of Commerce, Community, and Economic Development
Division of Corporations, Business, and Professional Licensing
PO Box 110806, Juneau, AK 99811-0806
(907) 465-2550 • Email: corporations@alaska.gov
Website: corporations.alaska.gov

Domestic Limited Liability Company

Initial Biennial Report

Entity Name: DBD Holdings LLC

Entity Number: 10300745

Home Country: UNITED STATES

Home State/Prov.: ALASKA

Physical Address: MILE 284 RICHARDSON HWY, DELTA JUNTION, AK 99737

Mailing Address: PO BOX 217, DELTA JUNCTION, AK 99737

Registered Agent information cannot be changed on this form. Per Alaska Statutes, to update or change the Registered Agent information this entity must submit the Statement of Change form for this entity type along with its filing fee.

Name: Benjamin Sloan

Physical Address: MILE 284 RICHARDSON HWY, DELTA JUNCTION, AK 99737

Mailing Address: PO BOX 217, DELTA JUNCTION, AK 99737

Officials: The following is a complete list of officials who will be on record as a result of this filing.

- **Provide all officials and required information. Use only the titles provided.**
- **Mandatory Members:** this entity must have at least one (1) Member. A Member must own a %. In addition, this entity must provide all Members who own 5% or more of the entity. A Member may be an individual or another entity.
- **Manager:** If the entity is manager managed (per its articles or amendment) then there must be at least (1) Manager provided. A Manager may be a Member if the Manager also owns a % of the entity.

Full Legal Name	Complete Mailing Address	% Owned	Member
Benjamin Sloan	PO Box 217, Delta Jct., AK 99737	50	X
Tim Clark	PO Box 217, Delta Jct., AK 99737	50	X

If necessary, attach a list of additional officers on a separate 8.5 X 11 sheet of paper.

NAICS Code: 459999 - ALL OTHER MISCELLANEOUS RETAILERS

New NAICS Code (optional):

This form is for use by the named entity only. Only persons who are authorized by the above Official(s) of the named entity may make changes to it. If you proceed to make changes to this form or any information on it, you will be certifying under penalty of perjury that you are authorized to make those changes, and that everything on the form is true and correct. In addition, persons who file documents with the commissioner that are known to the person to be false in material respects are guilty of a class A misdemeanor. Continuation means you have read this and understand it.

Name: Benjamin Sloan

Name of person completing this online application

This form is for use by the named entity only. Only persons who are authorized by the above Official(s) of the named entity may make changes to it. If you proceed to make changes to this form or any information on it, you will be certifying under penalty of perjury that you are authorized to make those changes, and that everything on the form is true and correct. In addition, persons who file documents with the commissioner that are known to the person to be false in material respects are guilty of a class A misdemeanor. Continuation means you have read this and understand it.

Name: Benjamin Sloan

IRS DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 02-10-2025

Employer Identification Number:
33-3340282

Form: SS-4

Number of this notice: CP 575 B

DBD HOLDINGS LLC
DELTA BLAZERS DISPENSARY
% BENJAMIN J SLOAN MBR
PO BOX 217
DELTA JCT, AK 99737

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 33-3340282. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Taxpayers request an EIN for their business. Some taxpayers receive CP575 notices when another person has stolen their identity and are opening a business using their information. If you did **not** apply for this EIN, please contact us at the phone number or address listed on the top of this notice.

When filing tax documents, making payments, or replying to any related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

Based on the information received from you or your representative, you must file the following forms by the dates shown.

Form 1065	03/15/2026

If you have questions about the forms or the due dates shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification (corporation, partnership, estate, trust, EPMF, etc.) based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2020-1, 2020-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

A limited liability company (LLC) may file Form 8832, *Entity Classification Election*, and elect to be classified as an association taxable as a corporation. If the LLC is eligible to be treated as a corporation that meets certain tests and it will be electing S corporation status, it must timely file Form 2553, *Election by a Small Business Corporation*. The LLC will be treated as a corporation as of the effective date of the S corporation election and does not need to file Form 8832.

IMPORTANT REMINDERS:

* Keep a copy of this notice in your permanent records. This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you. You may give a copy of this document to anyone asking for proof of your EIN.

* Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.

* Refer to this EIN on your tax-related correspondence and documents.

* Provide future officers of your organization with a copy of this notice.

Your name control associated with this EIN is DBDH. You will need to provide this information along with your EIN, if you file your returns electronically.

Safeguard your EIN by referring to Publication 4557, Safeguarding Taxpayer Data: A Guide for Your Business.

You can get any of the forms or publications mentioned in this letter by visiting our website at www.irs.gov/forms-pubs or by calling 800-TAX-FORM (800-829-3676).

If you have questions about your EIN, you can contact us at the phone number or address listed at the top of this notice. If you write, please tear off the stub at the bottom of this notice and include it with your letter.

Thank you for your cooperation.

Keep this part for your records. CP 575 B (Rev. 7-2007)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 B

9999999999

Your Telephone Number
( ) -

Best Time to Call

DATE OF THIS NOTICE: 02-10-2025
EMPLOYER IDENTIFICATION NUMBER: 33-3340282
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

DBD HOLDINGS LLC
DELTA BLAZERS DISPENSARY
% BENJAMIN J SLOAN MBR
PO BOX 217
DELTA JCT, AK 99737

Docusign Envelope ID: 59AA9216-22F6-4970-AC59-9CB5617E61D2

Operating Agreement - Delta Blazers Dispensary LLC

This Operating Agreement ("**Agreement**") is made effective as of March 1, 2025, by and between the following Members: Benjamin J. Sloan, PO Box 217, Delta Junction, AK 99737, and Tim Ludwig Clark, PO Box 1519, Delta Junction, AK 99737. Collectively referred to as the ("**Members**.")

Article I. Formation

Section 1.01 Delta Blazers Dispensary LLC ("the Company") is formed pursuant to the Alaska Limited Liability Company Act.

Article II. Principal Office

Section 2.01 The Company's principal office is Mile 284 Richardson Hwy., Delta Junction, AK 99737

Article III. Business Purpose

Section 3.01 The Company is organized for the purpose of operating a cannabis dispensary and any other lawful business permitted under Alaska law.

Article IV. Term

Section 4.01 The Company shall continue until dissolved in accordance with this Agreement or as provided by law.

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Article V. Members and Capital Contributions

Section 5.01 Benjamin J. Sloan (Chief Financial Officer) $80,000

Section 5.02 | Tim Clark (Chief Executive Officer) $80,000

Section 5.03 Both Members hold an equal 50% ownership interest.

Section 5.04 The Investor shall initially receive a 50% equity interest in the Company. However, if total capital expenditures exceed $160,000, the Investor's equity interest shall be adjusted on a pro-rata basis to reflect any additional capital contributions made by other members, unless the Investor elects to contribute their proportional share of the excess amount.

Article VI. Roles and Responsibilities

Section 6.01 Benjamin J. Sloan is primarily responsible for Human Resources functions and financial oversight.

Section 6.02 Tim Clark is primarily responsible for construction, building maintenance, and property management.

Section 6.03 Day-to-day operations are jointly managed, with responsibilities to be refined over time as the business evolves.

Article VII. Management and Voting

Section 7.01 Management

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(a) The Company is Member-managed. Each Member shall have equal authority in the ordinary course of business.

Section 7.02 Decision-Making

(a) Major decisions require unanimous consent, including:

(i) Changes to this Agreement

(ii) Capital expenditures over $10,000

(iii) Admission of new Members

(iv) Debt obligations over $5,000

(v) Sale or dissolution of the Company

Article VIII. Profit Distribution

Section 8.01 Profits shall be distributed quarterly.

Section 8.02 50% of net income will be reinvested into the Company.

Section 8.03 The remaining 50% will be equally divided (50/50) between the Members.

Article IX. Deadlock Resolution In the event of a deadlock:

Section 9.01 The Members shall engage in good faith negotiation.

Section 9.02 If unresolved, the issue shall be submitted to Michael Mayes under contract as agreed upon for binding mediation or arbitration in Delta Junction, AK.

Section 9.03 If no resolution is reached, the Buy-Sell Clause (Article X) shall be triggered.

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Article X. Buy-Sell and Exit Provisions

Section 10.01 Annual Appraisal

(a) The Company shall obtain a third-party business valuation annually to set the fair market value of each Member's interest.

Section 10.02 Voluntary Exit

(a) A Member wishing to exit must offer their interest to the other Member at the current appraised value.

Section 10.03 Involuntary Exit

(a) Upon a Member's death, disability, or misconduct, the remaining Member has the option to purchase the departing Member's interest at the most recent appraised value.

Section 10.04 Shotgun Clause

(a) In unresolved deadlocks, either Member may offer to buy the other's interest. The receiving Member must either:

(i) Sell at the offered price, or

(ii) Buy the offering Member's share at the same price and terms.

Article XI. Non-Compete

Section 11.01 For a period of 5 years following a Member's exit, neither Member shall operate or have a financial interest in a competing cannabis business within a fifty (50) mile radius of the City of Delta Junction, Alaska, without written consent from the remaining Member.

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Article XII. Succession

Section 12.01 Upon the death or incapacity of a Member:

(a) The remaining Member may purchase the interest at appraised value, or

(b) The interest may transfer to the estate or legal successor, subject to the Company's right of first refusal.

Article XIII. Dispute Resolution

Section 13.01 All disputes shall be resolved through:

(a) Direct negotiation

(b) Mediation and/or arbitration facilitated by Michael Mayes

(c) Binding arbitration in Delta Junction, AK, per the rules of the American Arbitration Association

Article XIV. Amendments

Section 14.01 This Agreement may be amended only with the written consent of both Members.

Article XV. Governing Law

Section 15.01 This Agreement shall be governed by the laws of the State of Alaska.

Docusign Envelope ID: 59AA9216-22F6-4970-AC59-9CB5617E61D2

Article XVI. Loans Against Company Interest

Section 16.01 Loan Availability:

(a) Each Member may request a loan against their ownership interest in the Company no more than once per fiscal year, subject to the following conditions:

(b) The loan amount shall not exceed 25% of the most recent appraised value of that Member's equity interest.

(c) The loan shall bear interest at a rate of 10% per annum.

Article XVII. Approval Requirement:

Section 17.01 All such loan requests must receive written approval from the other Member before funds may be disbursed.

Article XVIII. Repayment Terms:

Section 18.01 Loan terms must be documented in writing, with repayment schedules mutually agreed upon. Early repayment is allowed without penalty, and repayment terms may be renegotiated by mutual agreement.

Section 18.02 Default:

(a) If a Member defaults on repayment, the remaining Member may:

(i) Offset the unpaid balance against future profit distributions; or

(ii) Initiate a reduction in that Member's ownership percentage, subject to mutual agreement or independent arbitration if contested.

Docusign Envelope ID: 59AA9216-22F6-4970-AC59-9CB5617E61D2

IN WITNESS WHEREOF, the Members have executed this Operating Agreement on the date first written above.

DocuSigned by:
Benjamin J Sloan
C7DE25CCB3BF4F3...

Benjamin J. Sloan – 50% Owner

Signed by:
2130D4901F564B9...

Tim Ludwig Clark – 50% Owner