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Lance MacKenzle

(Requestor's Name)

Florida Securities Consulting Services

(Address)

6838 SW 82nd Terrace

(Address)

Gainesville, FL 32608

(City/State/Zip/Phone #)

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QFA, LLC

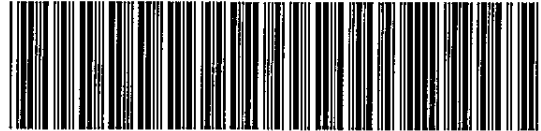
(Business Entity Name)

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ARTICLES OF ORGANIZATION
of
QFA, LLC

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

Pursuant to Sections 407 and 415 of the Florida Limited Liability Company Act, Florida Statutes Chapter 608, the undersigned adopts the following Articles of Organization for the Company.

ARTICLE I - NAME. The name of the Limited Liability Company shall be:

QFA, LLC

ARTICLE II - PRINCIPAL OFFICE. The mailing address and the street address of the principal office of the Limited Liability Company is:

2885 Hatteras Way
Naples, Florida 34119

ARTICLE III - REGISTERED AGENT. The name and Florida street address of the Limited Liability Company's initial registered agent is:

Mr. James R. Neher
2885 Hatteras Way
Naples, Florida 34119

ARTICLE IV - PERIOD OF DURATION.

The Company's existence shall begin upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing in accordance with the Florida Limited Liability Company Act and shall continue, unless dissolved sooner in accordance with the terms of the Company's Operating Agreement.

ARTICLE V - MANAGERS

1. The business and affairs of the Company shall be governed by Managers elected by the Members in the manner described in the Company's Operating Agreement. No Member's action nor any other person's action shall bind the Company except as authorized by the Company's Operating Agreement.
2. The Managers shall have all of the duties, powers and authority as set forth in the Company's Operating Agreement.

ARTICLE VI - NON-LIABILITY AND INDEMNIFICATION

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1. No Members or Managers of the Company shall be personally responsible or liable for any of the acts, debts, liabilities, or losses of the Company.
2. No Manager of the Company shall be personally responsible or liable to the Company or its Members or anyone else for monetary damages for breach of fiduciary duty as a Manager except for liability: (i) from any breach of the Manager's duty of loyalty to the Company or its Members; (ii) from acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) from a transaction from which the Manager derived an improper personal benefit, or a wrongful distribution in violation of Chapter 608 of the Florida Limited Liability Company Act.
3. Each person who is or was a Manager of the Company (and the heirs, executors, personal representatives, administrators, or successors of such person) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of fact that such person is or was a Manager of the Company or is or was serving at the request of the Company as a manager, director, officer, partner, trustee, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in these Articles of Organization, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in these Articles of Organization shall be a contract right.
4. The Company may, by action of the Managers, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Managers shall determine to be appropriate and authorized by applicable law.
5. The rights and authority conferred in these Articles of Organization shall not be exclusive of any other right which any person may have or subsequently acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or disinterested Managers, or otherwise.
6. Any repeal or amendment of these Articles of Organization by the Members of the Company shall not adversely affect any right or protection of a Manager or officer existing at the time of such repeal or amendment.

In witness whereof, the undersigned Member has executed these Articles of Organization on the date below. Pursuant to Florida Statutes Chapter 608.408(3), the undersigned hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Organization are true.

10/23/02
Date

Signature of Member

JAMES R. NEHER
Typed Name

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

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Pursuant to Section 608.415 of the Florida Limited Liability Company Act, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

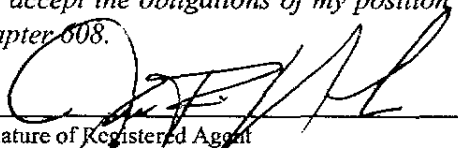
1. The name of the Limited Liability Company is:

QFA, LLC

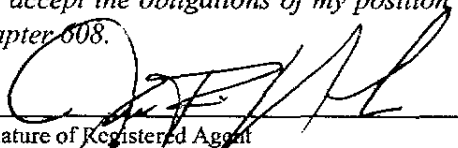
2. The name and address of the Limited Liability Company's registered agent and registered office is:

James R. Heher
2885 Hatteras Way
Naples, Florida 34119

Having been named as the 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 provide for in Florida Statutes Chapter 608.



Signature of Registered Agent



Date of Signature

10/23/02