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**FLORIDA LIMITED LIABILITY CO.
Duca Funds, LLC**

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**ARTICLES OF ORGANIZATION
OF
DUCA FUNDS, LLC**

The undersigned, for the purpose of forming a limited liability company for profit under the laws of Florida, adopts the following Articles of Organization:

**Article I
Name**

The name of this limited liability company shall be DUCA FUNDS, LLC.

**Article II
Principal Office and Mailing Address**

The principal office and mailing address of this limited liability company shall be 50 North Laura Street, #3700, Jacksonville, FLORIDA 32202.

**Article III
Initial Registered Agent and Address**

The name and street address of the initial registered agent of this limited liability company are:

Alessandro A. Apolito, Esq.
Brennan, Manna & Diamond, P.L.
800 West Monroe Street
Jacksonville, Florida 32202

**Article IV
Effective Date; Duration**

The existence of this limited liability company shall commence on the date these Articles are filed with the Florida Department of State. This limited liability company shall terminate on the date set forth in its Operating Agreement.

**Article V
Purposes**

This limited liability company is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Alessandro A. Apolito, Esquire
BRENNAN, MANNA & DIAMOND, P.L.
800 West Monroe Street
Jacksonville, Florida 32202
Telephone: (904) 366-1500
Fla. Bar No.: 0084864

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Article VI
Admission of Additional Members

The members may admit one or more additional members to the limited liability company. Admission of any such additional member shall require the unanimous written consent of all members then having an interest in the limited liability company.

Article VII
Management

This limited liability company shall be managed by one or more managers and is, therefore, a manager-managed company. The managers shall be elected in the manner set forth in the Operating Agreement. The managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement. The names and street addresses of the initial managers of this limited liability company are:

David J. DeLuca
50 North Laura Street, #3700
Jacksonville, FL 32202

Kelly M. DeLuca
50 North Laura Street, #3700
Jacksonville, Florida 32202

Article VIII
Operating Agreement

The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

Article IX
Amendment

The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization.

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IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization the 14th day of APRIL, 2015.

DAVID J. DELUCA AND KELLY M. DELUCA, AS TENANTS BY THE ENTIRETY

David J. DeLuca
David J. DeLuca, Member

Kelly M. DeLuca
Kelly M. DeLuca, Member

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THIS LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: DUCA FUNDS, LLC.
- 2. The name and the Florida street address of the registered agent are:

Alessandro A. Apolito, Esq.
 Brennan, Manna & Diamond, P.L.
 800 West Monroe Street
 Jacksonville, Florida 32202

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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.



 ALESSANDRO A. APOLITO