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

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Page Count	04
Estimated Charge	\$125.00

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**APR 30 2015**

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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 14<sup>th</sup> 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