

1301 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9171

800-342-8086

A9500001736



DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 733786 10915A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : November 13, 1995

ORDER TIME : 9:47 AM

ORDER NO. : 733786

CUSTOMER NO: 10915A

CUSTOMER: Peggy Adolphson, Legal Asst
WALKER & KOEGLER

Post Office Box 550587

Jacksonville, FL 32255-0587

DOMESTIC FILING

NAME: THE FERRELL VENTURE FUND, LTD.

ARTICLES OF INCORPORATION
☒ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

J. TAX _____
FILING 17.50
R. AGENT FEE 2.50
C. COPY 1.00
TOTAL 21.00
BALANCE DUE _____
OFFICE _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 13 PM 3:50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 13 PM 3:50

700001644447
-11/22/95--01084--011
***1785.00 ***1785.00

**CERTIFICATE OF LIMITED PARTNERSHIP
AND
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The Ferrell Venture Fund, Ltd.

This Certificate of Limited Partnership made and entered into this 9th day of November, 1995, by and between **Ferrell Holdings, Inc.**, a Florida corporation, as the General Partner ("General Partner") and **Steven C. Koegler**, as the Limited Partner ("Limited Partner") whereby the parties hereto agree and form a Limited Partnership pursuant to Chapter 620 of the Florida Statutes and do hereby swear, affirm and certify as follows:

1. The name of the Limited Partnership is The Ferrell Venture Fund, Ltd.
2. The purpose of the Limited Partnership is to invest in, purchase or otherwise acquire and hold, sell, trade, transfer, exchange or otherwise dispose securities of all types and descriptions; and to engage in all activities and transactions permitted to be done by limited partnerships organized under the Florida Revised Uniform Limited Partnership Act as the General Partner may deem necessary or advisable in connection therewith.
3. The principal place of business of the Limited Partnership is c/o Walker & Koegler, 4655 Salisbury Road, Suite 390, Jacksonville, Florida 32256 and its mailing address shall be Post Office Box 550587, Jacksonville, Florida 32255.
4. The name and business address of the General Partner is: Ferrell Holdings, Inc., c/o Walker & Koegler, 4655 Salisbury Road, Suite 390, Jacksonville, Florida 32256 and its mailing address shall be Post Office Box 550587, Jacksonville, Florida 32255.
5. The name and address of the agent for service of process for the Limited Partnership shall be Steven C. Koegler, 4655 Salisbury Road, Suite 390, Jacksonville, Florida 32256.
6. The Affidavit of Capital Contributions is attached hereto as Schedule A; the Limited Partners shall have no responsibility for additional contributions to the Partnership. The total of the anticipated contributions of the limited partners is \$5,000,000.
7. The Limited Partnership and limitation of liability of the Limited Partners shall commence on the date of filing with the Secretary of State of Florida and shall continue until December 31, 2001.

GENERAL PARTNER:

FERRELL HOLDINGS, INC.

By: 

Steven C. Koegler, Secretary

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
NOV 13 PM 2:05
FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
NOV 13 PM 3:50
P95000045472

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing Certificate of Limited Partnership was acknowledged before me 10th day of November, 1995, by Steven C. Koegler, the Secretary of Ferret Holdings, Inc., who is personally known to me or who has produced identification, and who acknowledged that he signed such instrument of his own free will.

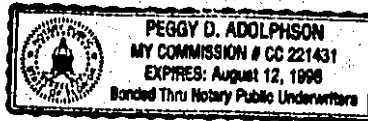
Peggy D. Adolphson
Notary Public, State of Florida at Large

Notary's printed or stamped name:

My commission expires:

☒ Personally known

☐ Produced ☐ as identification.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 13 PM 3:50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 13 PM 3:50

Schedule "A"
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF DUVAL)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 13 PM 3:50

Ferrell Holdings, Inc., being the sole General Partner of The Ferrell Venture Fund, Ltd., being duly sworn hereby declares and says that the following itemization of capital contributions is true and correct:

LIMITED PARTNER:

CONTRIBUTION

Steven C. Koegler

\$100.00

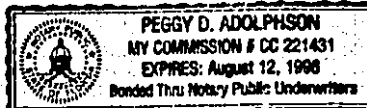
Ferrell Holdings, Inc.
General Partner

By *Steven C. Koegler*
Steven C. Koegler, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 13 PM 3:50

Sworn to and subscribed to before me
this 10th day of November, 1995

Peggy D. Adolphson
Notary Public, State of Florida
Notary's Stamped or Printed Name:
My commission expires:



 X Personally known

 Produced as identification

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

First that The Ferrell Venture Fund, Ltd., filing its Certificate of Limited Partnership pursuant to Chapter 620 of the laws of the State of Florida, with its principal office in the City of Jacksonville, State of Florida has named Steven C. Koegler, located at 4655 Salisbury Road, Suite 390, Jacksonville, Florida 32256, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Limited Partnership at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Limited Partnership, I hereby agree to act in this capacity and to comply with the provisions of said laws.

By: 
Steven C. Koegler, Resident Agent

APR 5 1995 1736

FILED

95 DEC -7 PM 4:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership
**THE FERRELL VENTURE
FUND, LTD.**

1a. DOCUMENT #
A95000001736

96-AR

CM

Mailing Address

Principal Office Address

Post Office Box 550587
Jacksonville, FL 32255

4655 Salisbury Road, #390
Jacksonville, FL 32256

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA
11/13/95

3a. Date of Last Report
NA

4. State or Country of Formation
Florida

5a. Capital Contributions as Shown
on Record
\$5,000,000 anticipated

5b. Amount of Capital Contributions in
FLORIDA to date
\$100.00

6. FEI Number

X

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED ☐

8. FEES: 1. Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2. Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

Steven C. Koegler
Walker & Koegler, P.A.
4655 Salisbury Road, Suite 390
Jacksonville, Florida 32256

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s) I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)

Ferrell Holdings, Inc.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

4655 Salisbury Road
Suite 390

11b. City, State & Zip Code

Jacksonville, FL 32256

11c. Registration/
Document Number

P95000045472

600001658286
-12/11/95--01010--012
****191.25 ****191.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Ernest Ferrell

DATE

DEC 04 1995

Printed Name of General Partner Signing Form

R. Ernest Ferrell, M.D.

Telephone Number

904-296-9455

A95000001736

WALKER & KOEGLER
ATTORNEYS AND COUNSELORS AT LAW

STEVEN C. KOEGLER
JAMES V. WALKER
PHILLIP I. DILLINGHAM
ALAN D. HENDERSON

10151 DEERWOOD PARK BOULEVARD
BUILDING 100, SUITE 200
JACKSONVILLE, FLORIDA 32256-0959

TELEPHONE (904) 998-9800
FAX (904) 998-0800
e-mail: sck@w-k.com

REPLY TO:
P.O. BOX 550557
JACKSONVILLE, FL 32256-0557

FILED
AUG - 9 PM 12:54
CLERK OF STATE
TALLAHASSEE, FLORIDA

August 8, 1996

Attention: Limited Partnership Filing Section
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

200001924352
-08/16/96--01056--001
*****52.50 *****52.50

Re: The Ferrell Venture Fund, Ltd.

Ladies and Gentlemen:

Enclosed is the original and one copy of a Supplemental Affidavit of Contributions for the above partnership to be filed in your office. The maximum fee was paid at the time of formation based on anticipated contributions instead of actual contributions; therefore, we are enclosing our check in the amount of \$52.50 representing the minimum filing fee.

Please stamp and return the photocopy to us. If you have any questions regarding this filing, please call me.

Very truly yours,

WALKER & KOEGLER

Steven C. Koegler
Steven C. Koegler

SCK/pa
Enclosures

file-ltd.ltr

A95000001736

MM

**SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

FILED

96 AUG -9 PM 12:54

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

STATE OF FLORIDA)

COUNTY OF DUVAL)

Ferrell Holdings, Inc., being the sole General Partner of The Ferrell Venture Fund, Ltd., being duly sworn hereby declares and says that the following itemization of capital contributions is true and correct:

LIMITED PARTNERS		CONTRIBUTIONS
1.	Thomas D. Lee and Betty S. Lee, TBE	\$100,000.00
2.	Christopher Fey and Tamara Fey, TBE	\$200,000.00
3.	Marshall M. Criser and Paula P. Criser	\$100,000.00
4.	Harden & Associates, Inc.	\$100,000.00
5.	Meng-Shu Lin and Shin-Shin Lin, TBE	\$100,000.00
6.	Robert Roland Powers, Jr. and Marta Lynn Powers, TBE	\$50,000.00
7.	James A. Joyner III and Carolyn J. Joyner, TBE	\$100,000.00
8.	Brett J. Lewis	\$50,000.00
9.	Neil Sager and Gaye Susan Sager, TBE	\$100,000.00
10.	Hormoz Khosravi and Nooshazar Khosravi, TBE	\$100,000.00
11.	Edmund Rhett, Jr. and Sarah A. Rhett, JTEN	\$100,000.00
12.	Carl W. Dohn and Brenda Dohn, JTEN	\$100,000.00
13.	K-O Investments, c/o William Koss	\$50,000.00
14.	Edmund Rhett, Jr. IRT	\$50,000.00
15.	Donald S. Freedman and Jane D. Freedman, TBE	\$75,000.00
16.	Murray A. Freeman and Sandra N. Freedman, TBE	\$25,000.00
17.	Jameson L. Gregg	\$50,000.00
18.	Alfred W. Jones III	\$100,000.00

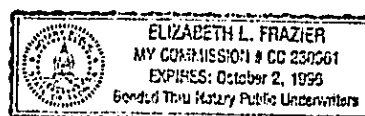
19.	James Macdonald Jones	\$50,000.00
20.	Robert Roland Powers, Jr. IRA	\$50,000.00
21.	Huitt E. Mattox III and Joyce W. Mattox, TBE	\$50,000.00
22.	David M. Smith	\$50,000.00
23.	Dan A. Lott, M.D., P.C., Retirement Plan	\$50,000.00
24.	Steve Vining	\$100,000.00
25.	Ferrell Holdings, Inc.	650,000.00
	TOTAL	\$2,550,000.00

Ferrell Holdings, Inc.
General Partner

By Steven C. Kogler
Steven C. Kogler, Secretary

Sworn to and subscribed to before me
this 3rd day of August, 1996.

Elizabeth L. Frazier
Notary Public, State of Florida
Notary's Stamped or Printed Name:
My commission expires:



X Personally known

Produced _____ as identification

438608\amended.aff

A9500001736
WALKER & KOEGLER
ATTORNEYS AND COUNSELORS AT LAW

STEVEN C. KOEGLER
JAMES V. WALKER
PHILLIP J. DILLINGHAM
ALAN D. HENDERSON

10151 DEERWOOD PARK BOULEVARD
BUILDING 100, SUITE 200
JACKSONVILLE, FLORIDA 32256-0959

TELEPHONE (904) 998-9600
FAX (904) 992-0800
e-mail: sck@w-k.com

REPLY TO:
P.O. BOX 350587
JACKSONVILLE, FL 32255-0587

FILED
96 AUG 27 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 20, 1996

Attention: Limited Partnership Filing Section
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

300001937293
-09/03/96--01003--004
A95-1736 *****52.50 *****52.50

\$52.50-FF

Re: The Ferrell Venture Fund, Ltd.

Ladies and Gentlemen:

CM

Enclosed is the original and one copy of a Corrected Supplemental Affidavit of Contributions for the above partnership to be filed in your office. We are enclosing our check in the amount of \$52.50 to cover filing fees.

Please stamp and return the photocopy to us. If you have any questions regarding this filing, please call me.

Very truly yours,

WALKER & KOEGLER

Peggy D. Adolphson

Peggy D. Adolphson
Legal Assistant to Steven C. Koegler

pa
Enclosures

fileamd.ltr

**AMENDMENT
CORRECTED SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

FILED
96 AUG 27 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF DUVAL)

Ferrell Holdings, Inc., being the sole General Partner of The Ferrell Venture Fund, Ltd., being duly sworn hereby declares and says that the following itemization of capital contributions is true and correct:

LIMITED PARTNERS		CONTRIBUTIONS
1.	Thomas D. Lee and Betty S. Lee, TBE	\$100,000.00
2.	Christopher Fey and Tamara Fey, TBE	\$200,000.00
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4.	Harden & Associates, Inc.	\$100,000.00
5.	Meng-Shu Lin and Shin-Shin Lin, TBE	\$100,000.00
6.	Robert Roland Powers, Jr. and Marta Lynn Powers, TBE	\$50,000.00
7.	James A. Joyner III and Carolyn J. Joyner, TBE	\$100,000.00
8.	Brett J. Lewis	\$50,000.00
9.	Neil Sager and Gaye Susan Sager, TBE	\$100,000.00
10.	Hormoz Khosravi and Nooshazar Khosravi, TBE	\$100,000.00
11.	Edmund Rhett, Jr. and Sarah A. Rhett, JTEN	\$100,000.00
12.	Carl W. Dohn and Brenda Dohn, JTEN	\$100,000.00
13.	K-O Investments, c/o William Koss	\$50,000.00
14.	Edmund Rhett, Jr. IRT	\$50,000.00
15.	Donald S. Freedman and Jane D. Freedman, TBE	\$75,000.00
16.	Murray A. Freeman and Sandra N. Freedman, TBE	\$25,000.00
17.	Jameson L. Gregg	\$50,000.00
18.	Alfred W. Jones III	\$100,000.00

19.	James Macdonald Jones	\$50,000.00
20.	Robert Roland Powers, Jr. IRA	\$50,000.00
21.	Huitt E. Mattox III and Joyce W. Mattox, TBE	\$50,000.00
22.	David M. Smith	\$50,000.00
23.	Dan A. Lott, M.D., P.C., Retirement Plan	\$50,000.00
24.	Steve Vining	\$100,000.00
25.	Roger Ernest Ferrell, Jr., Trustee UAD 2/20/90	\$650,000.00
	TOTAL	\$2,550,000.00

Ferrell Holdings, Inc.
General Partner

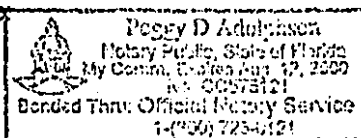
By *Steven C. Koegler*
Steven C. Koegler, Secretary

Sworn to and subscribed to before me
this 20th day of August, 1996.

Peggy D. Adolphson
Notary Public, State of Florida

Notary's Stamped or Printed Name:
My commission expires:

☒ Personally known
☐ Produced _____ as identification



FILED
96 AUG 27 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A95000001736

WALKER & KOEGLER
ATTORNEYS AND COUNSELORS AT LAW

STEVEN C. KOEGLER
JAMES V. WALKER
PHILLIP I. DILLINGHAM

10151 DEERWOOD PARK BOULEVARD
BUILDING 100, SUITE 200
JACKSONVILLE, FLORIDA 32256-0887

TELEPHONE (904) 998-9800
FAX (904) 998-0800
e-mail: w&k@w-k.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT -3 PM 3:15

REPLY TO:
P.O. BOX 880887
JACKSONVILLE, FL 32256-0887

September 30, 1996

Mr. Kenny Manning
Corporate Specialist
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

900001970849
-10/10/96--01069--032
*****\$2.50 *****\$2.50

Re: The Ferrell Venture Fund, Ltd.

Dear Kenny:

Enclosed is a Certificate of Amendment to the Certificate of Limited Partnership for the above referenced limited partnership to be filed with the Secretary of State to clarify any confusion regarding the merger of the general partner, Ferrell Holdings, Inc.

After you have filed the Amendment, please file the partnership's Annual Report which we are also returning to you. Our checks in the amount of \$52.50 and \$576.25 are enclosed to cover the various filing fees.

If you have any questions, please contact me by phone.

Very truly yours,

WALKER & KOEGLER, P.A.



Peggy Adolphson
Legal Assistant to Steven C. Koegler

pa
Enclosure

KWM

10-3



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1996

THE FERRELL VENTURE FUND, LTD.
P. O. BOX 550587
JACKSONVILLE, FL 32255

SUBJECT: THE FERRELL VENTURE FUND, LTD.
Ref. Number: A95000001736

We have received your document for THE FERRELL VENTURE FUND, LTD. and your check(s) totaling \$576.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, or trust listed as a general partner of a limited partnership or a managing member or manager of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Section 620.109, Florida Statutes, states that within 30 days after the happening of any of the following events, an amendment to a certificate of limited partnership should be filed: the admission of a new general partner, the withdrawal of a general partner, a change in the name of the limited partnership, or the continuation of the business under section 620.157, Florida Statutes, after an event of withdrawal of a general partner.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 096A00044154

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT -3 PH 3:15

THE FERRELL VENTURE FUND, LTD.

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on November 13, 1995, adopts the following certificate of amendment to its certificate of limited partnership:

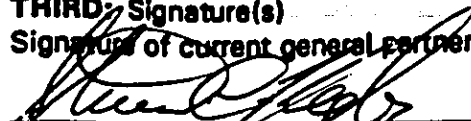
FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Article 4. The name of the General Partner is Ferrell Holdings, Inc., a Delaware corporation authorized to do business in the State of Florida, on May 10, 1996. The address of the General Partner is 10151 Deerwood Park Blvd., Building 100, Suite 200, Jacksonville, Florida 32256.


SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:


Steven C. Koegler, Vice President

Signature(s) of new general partner(s), if applicable:


Steven C. Koegler, Vice President

Subscribed before me this 30th day of September, 1996.


Peggy D. Adolphson, Notary Public

