

L00000007023

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 • Tallahassee, Florida 32302
(850) 224-3700 • Fax (850) 224-2222

The Knowledge Guild, LLC

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___ LTD Partnership File ___
___ Foreign Corp. File ___
☒ L.C. File Cent. ___
___ Fictitious Name File ___
___ Trade/Service Mark ___
___ Merger File ___
___ Art. of Amend. File ___
___ RA Resignation ___
___ Dissolution / Withdrawal ___
___ Annual Report / Reinstatement ___
☒ Cert. Copy ___
___ Photo Copy ___
___ Certificate of Good Standing ___
___ Certificate of Status ___
___ Certificate of Fictitious Name ___
___ Corp Record Search ___
___ Officer Search ___
___ Fictitious Search ___
___ Fictitious Owner Search ___
___ Vehicle Search ___
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___ UCC 1 or 3 File ___
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DIVISION OF CORPORATIONS
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TALLAHASSEE, FLORIDA

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Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

LM 6/15 4:30

ARTICLES OF ORGANIZATION

OF

THE KNOWLEDGE GUILD, LLC

We, the undersigned, hereby associate ourselves together for the purpose of organizing a limited liability company under the laws of the State of Florida under and pursuant to the following Articles of Organization.

ARTICLE I

The name of the limited liability company is The Knowledge Guild, LLC

ARTICLE II

The mailing address of the limited liability company shall be 4339 Blue Heron Drive, Ponte Vedra Beach, Florida 32087, and its street address is the same.

ARTICLE III

The business purpose of the limited liability company is to engage in any lawful act or activity which may be carried on by limited liability companies in the State of Florida and, in connection therewith, the limited liability company shall have and may use, exercise and enjoy all the powers of limited liability companies conferred by the limited liability company laws of the State of Florida.

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ARTICLE IV

The street address of the initial registered office of this limited liability company in Florida shall be 225 Water Street, Suite 900, Jacksonville, Florida 32202 and its initial registered agent at that address shall be John R. Crawford. The Board of Managers may, from time to time, change the registered office and registered agent of the limited liability company upon notification to the proper authorities.

ARTICLE V.

The limited liability company shall have perpetual existence.

ARTICLE VI

The limited liability company shall be managed by a Board of Managers, who shall be elected by the members in accordance with the Regulations governing the limited liability company. The number of the Managers of this limited liability company shall be not less than one (1) nor more than fifteen (15) as fixed from time to time by the provisions of the Regulations.

ARTICLE VII

The names and street addresses of the members first Board of Managers, who, subject to the provisions Regulations and these Articles of Organization, shall hold until the first annual meeting of members or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
Rodolfo F. Engmann	4339 Blue Heron Drive Ponte Vedra Beach, FL 32082

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Charles W. Newman 193 Lamplighter Lane
Ponte Vedra Beach, FL 32082

Andrew Thoeni 3644 Sarah Brooke Court
Jacksonville, FL 32277

ARTICLE VIII

The names and street addresses of the subscribers of these Articles of Organization, all of whom are members of the limited liability company, or the authorized representatives of members of the limited liability company, are as follows:

<u>Name</u>	<u>Street Address</u>
Rodolfo F. Engmann	4339 Blue Heron Drive Ponte Vedra Beach, FL 32082
Charles W. Newman	193 Lamplighter Lane Ponte Vedra Beach, FL 32082
Andrew Thoeni	3644 Sarah Brooke Court Jacksonville, FL 32277

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ARTICLE IX

The members shall have the right to admit additional members to this limited liability company, by agreement of two-thirds of the members in interest, upon contribution of such capital as shall be approved by two-thirds of the members.

ARTICLE X

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued

membership of a member in the limited liability company, as prescribed in the Regulations.

ARTICLE XI

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the limited liability company:

(1) Subject to such restrictions, if any, as are hereon expressed and such further restrictions, if any, as may be set forth in the Regulations, the Board of Managers shall have the general management and control of the business and may exercise all of the powers of the limited liability company except such as may be by statute, or by the Regulations as constituted from time to time, expressly conferred upon or reserved by the stockholders.

(2) Subject always to such Regulations as may be adopted from time to time by the members, the Board of Managers is expressly authorized to adopt, alter and amend the Regulations of the limited liability company, but any By-Law adopted, altered or amended by the Managers may be altered, amended or repealed by the members.

(3) The limited liability company shall have such officers as from time to time may be provided in the Regulations and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Regulations or as may be determined

from time to time by the Board of Managers subject to the Regulations.

(4) No Manager or officer of this limited liability company shall, in the absence of fraud, be disqualified by his or her office from dealing or contracting with this limited liability company either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this limited liability company be void or voidable or affected by reason of the fact that any such director or officer, or any firm of which any such director or officer is a member or any employee, or any limited liability company or corporation of which any such Manager or officer is an officer, director, manager, member, stockholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this limited liability company, even though the vote of the Manager or Managers or officer or officers having such interest shall have been necessary to obligate this limited liability company upon such contract, transaction or act; and no Manager or Managers or officer or officers having such interest shall be liable to this limited liability company or to any member or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Manager or Managers or officer or officers be accountable for any gains or profits realized thereon.

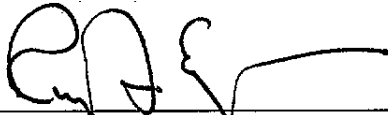
ARTICLE X.

This limited liability company reserves the right to

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amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on members herein are granted subject to this reservation.

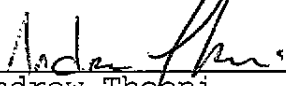
IN WITNESS WHEREOF, we, the undersigned subscribing members or their representatives, have hereunto set our hands and seals for the purpose of organizing this limited liability company under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Organization and certify that the facts herein stated are true, all on this 9th day of ~~February~~ ^{June} (11), 2000. *at St. John*



Rodolfo F. Engmann (SEAL)



Charles W. Newman (SEAL)



Andrew Thoeni (SEAL)

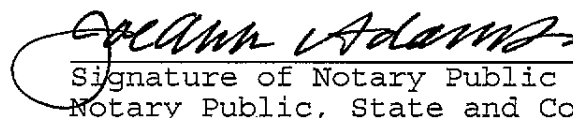
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TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF St. Johns

Before me personally appeared this day Rodolfo F. Engmann, Charles W. Newman and Andrew Thoeni, the parties to the foregoing Articles of Organization, who are personally known to me and to me known to be the individuals described in and who executed the foregoing Articles of Organization, and who acknowledged before

me that they each made, subscribed and acknowledged the foregoing Articles of Organization as their voluntary act and deed as members and/or representatives of members of said limited liability company, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 9th day of June, 2000.

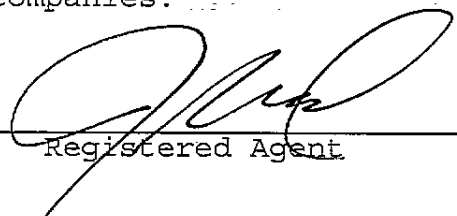

Signature of Notary Public
Notary Public, State and County
aforesaid
My commission expires: 12/1/02

(Notarial Seal)
NOTARY PUBLIC - STATE OF FLORIDA
JOANN ADAMS
COMMISSION # C6794087
EXPIRES 12/1/2002
BONDED THRU ASA 1-888-NOTARY1

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for The Knowledge Guild, LLC, a Florida limited liability company, at the place designated in the Articles of Organization of said limited liability company, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with, and accept, the obligations imposed upon registered agents of limited liability companies.


Registered Agent