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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** TFD Funding, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lance D. MacKenzie

(Name of Person)

Florida Securities Consulting Services, Inc.

(Firm/Company)

8555 SW 12th Lane

(Address)

Gainesville, Florida 32607

(City/State and Zip Code)

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For further information concerning this matter, please call:

Lance D. MacKenzie at ( 352 ) 331-1100  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee    ☒ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

# ARTICLES OF ORGANIZATION OF TFD FUNDING, LLC

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

## ARTICLE I Name and Principal Place of Business

The name of this limited liability company shall be **TFD Funding, LLC**. The principal place of business and the mailing address of the Limited Liability Company shall be **3212 Austin Street, Sarasota, Florida 34231**.

## ARTICLE II Purposes and Powers

This Limited Liability Company is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida and shall have all of the powers authorized by the State of Florida for limited liability companies but shall remain subject to statutes and regulations of the laws of the State of Florida for regulating and controlling business.

## ARTICLE III Registered Agent and Registered Office

The name of the Limited Liability Company's initial registered agent is **Dennis R. DiNoia**. The street address of the Limited Liability Company's initial registered office is **3212 Austin Street, Sarasota, Florida 34231**.

## ARTICLE IV Managing Members

This Limited Liability Company is to be managed by its initial members. The names and addresses of each manager and managing member is as follows:

<u>Title</u>	<u>Name and Address</u>
Managing Member	Dennis R. DiNoia 3212 Austin Street Sarasota, Florida 34231
Managing Member	Cherie G. DiNoia 3212 Austin Street Sarasota, Florida 34231
Member	Hugh M. & Regina L. Anderson Living Revocable Trust 6254 Sturbridge Court Sarasota, Florida 34238

Instruments and documents for the acquisition, mortgage, deposition, conveyance, lease, sale or transfer of the personal property or real property of this Limited Liability Company may be executed on its behalf by one or more of the managing members.

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## ARTICLE V Member Restrictions

Managing member(s) shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A managing member's(s') interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a managing member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business on the unanimous consent of the remaining managing members.

## ARTICLE VI Period of Duration

This Limited Liability Company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the managing members, and shall commence its existence upon filing these Articles.

## ARTICLE VII Indemnification

Each person who is or was a managing member of the Limited Liability 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 managing member of the Limited Liability Company, shall be indemnified and held harmless by the Limited Liability Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition, the right to indemnification conferred in these Articles of Organization shall be a contract right.

## ARTICLE VIII Amendment

The Limited Liability Company reserves the right to amend or repeal any provision contained in these Articles of Organization, or any amendment thereof, or any right conferred upon the managing members is subject to this reservation.

*In accordance with 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.*

9/26/06  
Date

  
Signature of Managing Member

Dennis DiNoia  
Typed or Printed Name

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TALLAHASSEE, FLORIDA

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

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:

**TFD Funding, LLC**

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

**TFD Funding, LLC  
3212 Austin Street  
Sarasota, Florida 34231**

*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

9/20/06  
\_\_\_\_\_  
Date of Signature

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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