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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

(Business Entity Name)

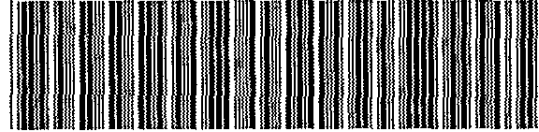
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TURN KEY HEDGE FUNDS, INC.

www.turnkeyhedgefunds.com

3300 University Drive
Suite 311
Coral Springs, Florida 33065
(954) 345-6442
(954) 344-0288 (Fax)
Please Reply to Florida Office

221 North La Salle Street
Suite 1137
Chicago, Illinois 60601
(312) 641-3723
(954) 344-0288 (Fax)

December 7, 2006

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

RE: Nascent Hedge Fund, L.P.	\$ 1052.50
Nascent Capital Management, LLC	\$ 155.00
<u>Nascent Capital Advisors, LLC</u>	<u>\$ 155.00</u>
	\$ 1362.50

Dear Sir or Madam:

Enclosed herein, please find in original triplicate one Certificate of Limited Partnership and two Articles of Organization for a Limited Liability Company.

Also enclosed is a check in the amount of \$1362.50 representing the filing and certified copy fees for these formations. Please return file-stamped copies to this office in the enclosed envelope which I have provided.

Should you have any questions, please do not hesitate to contact the undersigned at 888-263-4774.

Very truly yours,



Shea De Rosa

sd
enclosure

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NASCENT CAPITAL MANAGEMENT, 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:

Shea De Rosa

(Name of Person)

Law Offices of Michael Lapat

(Firm/Company)

3300 University Drive, Suite 311

(Address)

Coral Springs, FL 33065

(City/State and Zip Code)

For further information concerning this matter, please call:

Shea De Rosa

(Name of Person)

at (954)

345-6442

(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 FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

NASCENT CAPITAL MANAGEMENT, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

3300 University Drive, Suite 311
Coral Springs, FL 33065

Mailing Address:

3300 University Drive, Suite 311
Coral Springs, FL 33065

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Michael Lapat

Name

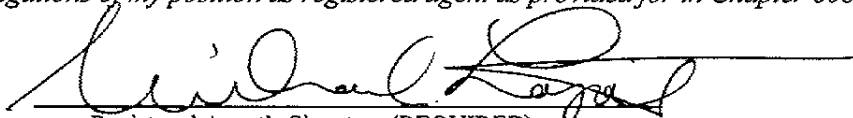
3300 University Drive, Suite 311

Florida street address (P.O. Box **NOT** acceptable)

Coral Springs FL 33065

City, State, and Zip

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 608, F.S.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

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TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Alan Merrie

3300 University Drive, Suite 311

Coral Springs, FL 33065

MGRM

Terrell Reagan

3300 University Drive, Suite 311

Coral Springs, FL 33065

MGRM

Craig Alexander

3300 University Drive, Suite 311

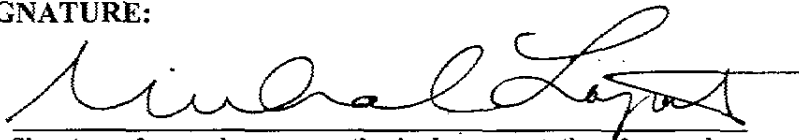
Coral Springs, FL 33065

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michael Lapat, Attorney in Fact to Terrell Reagan

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)