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OCT 27 2008

EXAMINER

**TODD M. HOEPKER, P.A.**  
**ATTORNEY AND COUNSELOR AT LAW**

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111 NORTH ORANGE AVE • SUITE 1440 • PO BOX 3311 • ORLANDO • FLORIDA 32802-3311  
TELEPHONE: (407) 426-2060 FACSIMILE: (407) 426-2066

October 22, 2008

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Organization of Citrus Capital Funding, LLC

Dear Sir/Madam:

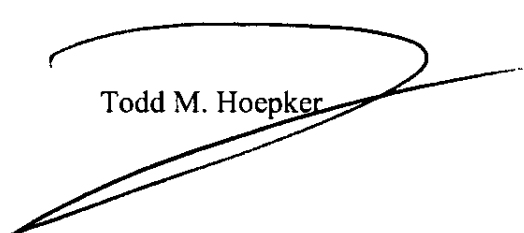
Please find enclosed the following:

1. Original of Articles of Organization of Citrus Capital Funding, LLC for filing; and
2. This firm's check in the amount of \$125.00 which represents the filing fee.

Please file the Articles in the usual manner and forward a certified copy of the Articles to this office in the self-addressed, stamped envelope provided.

Thank you for your cooperation in this matter. Should you have any questions regarding the above, please give me a call.

Very truly yours,

  
Todd M. Hoepker

TMH: ae  
Enclosures

**ARTICLES OF ORGANIZATION OF  
CITRUS CAPITAL FUND, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Fla. Stat., does hereby adopt the following Articles of Organization for such company:

Article 1. Name. The name of the Company shall be CITRUS CAPITAL FUND, LLC.

Article 2. Duration. The existence of the Company shall commence immediately upon the filing of its Articles of Organization with the Florida Secretary of State and shall have perpetual existence until it is dissolved and its affairs are wound up in accordance with these Articles and Chapter 608 Fla. Stat. as amended from time to time ("the Act"). The Company shall not be dissolved by the death, resignation, withdrawal, bankruptcy, or dissolution of a Member.

Article 3. Purpose. The purpose for which this Company is being formed is to engage in any activities or businesses permitted under the laws of the State of Florida.

Article 4. Principal Address. The mailing address and street address of the principal office for the Company is:

2295 South Hiawasse Road  
Suite 203  
Orlando, Florida 32835

Article 5. Address for Registered Agent. The mailing address and street address of the registered agent is:

Todd M. Hoepker, Esq.  
Todd M. Hoepker, P.A.  
111 N. Orange Ave., Suite 1440  
Orlando, Florida 32801

Article 6. Contributions to Capital. Capital contributions of the Members shall be set forth in the Operating Agreement of the Company.

Article 7. Admission of Additional Members. Additional Members may be admitted upon the majority vote of the Members, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

Article 8. Management of Company. The business of the Company shall be managed by Stacy J. Thornton, as Trustee of the Stacy J. Thornton Revocable Trust.

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Article 9. Amendments of Articles. The power to adopt, alter, amend or repeal these Articles shall be vested in the Members of the Company by majority vote.


Article 10. Organizer. The name and address of the Organizer executing these Articles is:

Stacy J. Thornton, as Trustee of the Stacy J. Thornton Revocable Trust, 2295 South Hiawasse Road, Suite 203, Orlando, Florida 32835

Article 11. Members Right to Continue Business. The remaining Members of the Company will have the right to continue the business on 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 Company.

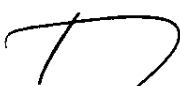
Article 12. Limitation on Agency Authority of Members. Pursuant to the Act, no Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member shall have the authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

IN WITNESS WHEREOF, the undersigned Organizer has hereunto set her hand and seal to these Articles of Organization this 17<sup>th</sup> day of October, 2008.

  
STACY J. THORNTON, as Trustee of the  
Stacy J. Thornton Revocable Trust

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

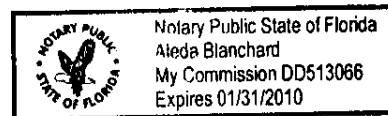
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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, Fla. Stat.

  
Todd M. Hoepker, Esq.  
Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of October, 2008 by STACY J. THORNTON, as Trustee of the Stacy J. Thornton Revocable Trust, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who did take an oath.

Aleda Blanchard  
NOTARY PUBLIC  
My Commission Expires:



STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of October, 2008 by TODD M. HOEPKER, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who did take an oath.

Adrienne Eckels  
Adrienne Eckels  
Notary Public  
State of Florida

