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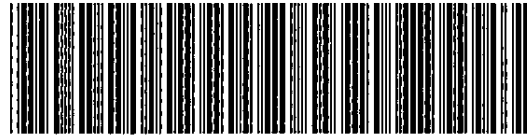
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(Business Entity Name)

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**C. LEWIS**  
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**EXAMINER**



## South Milhausen

A PROFESSIONAL ASSOCIATION

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1000 Legion Place • Suite 1200  
Orlando, FL 32801

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David H. Popper \*\*  
Mary J. Lytle, PA \*\*

\* BOARD CERTIFIED BY THE FLORIDA  
BAR IN BUSINESS LITIGATION  
\*\* OF COUNSEL  
† ALSO ADMITTED IN NEW YORK

November 6, 2012

Office of the Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

### Re: THE JA AND BS SUPER FUND, LLC

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Organization and Designation of Resident Agent for **THE JA AND BS SUPER FUND, LLC**.

Also enclosed is a check in the amount of \$160.00 payable to Florida Secretary of State, to cover the filing fee of the Articles of Organization, a certified copy of the Articles of Incorporation, and the filing of approval of the Resident Agent and a certificate of status.

Please send the certified copy of the Articles of Organization and Resident Agent and certificate of status to:

James R. LaVigne, Esq.  
South Milhausen, P.A.  
1000 Legion Place, Suite 1200  
Orlando, Florida 32801

Your attention to this matter is most appreciated.

Sincerely,

James R. Lavigne, Esq.

JRL/kaf

# Articles of Organization

of

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## THE JA AND BS SUPER FUND, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

### ARTICLE I NAME

The name of the limited liability company shall be:

**THE JA AND BS SUPER FUND, LLC**

### ARTICLE II ADDRESS

The mailing address and street address of the principal office of the company shall be:

**1000 LEGION PLACE, SUITE 1200  
ORLANDO, FLORIDA 32801**

### ARTICLE III DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

### ARTICLE IV REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is James R. LaVigne, Esquire, South Milhausen, P.A., 1000 Legion Place, Suite 1200, Orlando, Florida 32801.

### ARTICLE V CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as set forth in the Operating Agreement.

**ARTICLE VI**  
**ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

**ARTICLE VII**  
**ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII**  
**TERMINATION OF EXISTENCE**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

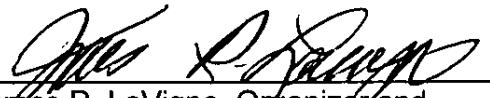
**ARTICLE IX**  
**MANAGEMENT**

The company shall be managed by the members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME	ADDRESS
<b>THE JA AND BS SUPER FUND TRUST, Julie Ann Cathcart &amp; Brian Stephen Cathcart, Trustees</b>	<b>99 Sunbury Road Victoria Park Western Australia</b>

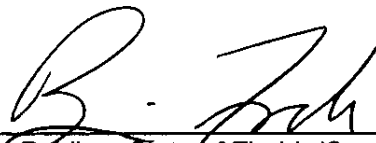
IN WITNESS WHEREOF, the undersigned organizer, pursuant to Section 608.407, Florida

Statutes, has made and subscribed these articles of organization at Orlando, on the 6<sup>th</sup> day of November, 2012.

  
James R. LaVigne, Organizer and  
Authorized Representative of  
THE JA AND BS SUPER FUND, LLC

**STATE OF FLORIDA  
COUNTY OF ORANGE**

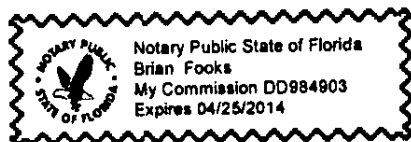
Sworn to and subscribed before me this 6<sup>th</sup> day of November, 2012 by James R. LaVigne.

  
Notary Public -- State of Florida/Commissioner for Oaths  
.....(name, typed or printed).....

Personally Known ☒  
OR  
Produced Identification ☐

Type of Identification Produced .....

(Seal)

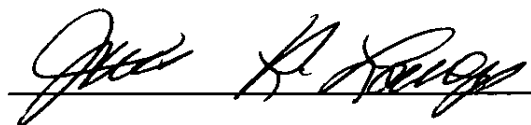


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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED, THE FOLLOWING IS SUBMITTED:**

**THE JA AND BS SUPER FUND, LLC**, desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Orlando, Florida, has named James R. LaVigne, located at South Milhausen, P.A., 1000 Legion Place, Suite 1200, Orlando, FL 32801, as its AGENT FOR ACCEPTANCE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

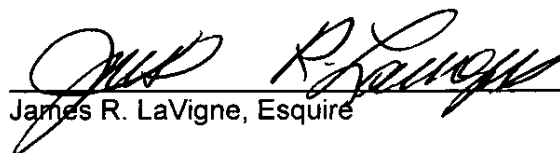


DATE:

November 6, 2012

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR BY FLORIDA LAW, RELEVANT TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

  
James R. LaVigne, Esquire

DATE:

November 6, 2012

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