

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L14000013119
FILED 8:00 AM
January 22, 2014
Sec. Of State
ncausseaux**

Article I

The name of the Limited Liability Company is:

KLH CAPITAL, LLC

Article II

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

601 BAYSHORE BLVD
850
TAMPA, FL. 33606

The mailing address of the Limited Liability Company is:

601 BAYSHORE BLVD
850
TAMPA, FL. 33606

Article III

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

WILLIAM L DOWDEN III
601 BAYSHORE BLVD
850
TAMPA, FL. 33606

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.

Registered Agent Signature: WILLIAM L DOWDEN III

Article IV

The name and address of person(s) authorized to manage LLC:

Title: MGR
WILLIAM L DOWDEN III
601 BAYSHORE BLVD, SUITE 850
TAMPA, FL. 33606

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Article V

The effective date for this Limited Liability Company shall be:

01/20/2014

Signature of member or an authorized representative

Electronic Signature: WILLIAM L DOWDEN III

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.

01/24/2014 08:33

(FAX)

P.002/003



Attn: Nanette Causseaux
Document Number: W14000004333
Entity Name: KLH CAPITAL, LLC
Tracking Number: 700255872737
Pin Number: 2737

January 23, 2014

L14-13119

Dear Nanette Causseaux,

This letter is in reference to the recent filing for KLH Capital, LLC. My partners and I wish to register this entity for future use. We have multiple "KLH Capital" entities that we work through, including KLH Capital Management, LLC, KLH Capital, L.P., and KLH Capital Fund II, L.P. This new entity will be used for certain situations in the future where we prefer to use an LLC rather than an LP entity.

As such, please take this letter as permission from the principals of all the entities above, especially KLH Capital, L.P., to proceed with the filing of this entity.

Please feel free to contact me with any additional questions you may have at 813-222-0160 or will@klhcapital.com.

Thanks,

William L. Dowden III

Acknowledged by:

John F. Kirtley

P. Jeffrey Leck

James B. Darnell

JAN 24 2014

N. CAUSSEAU