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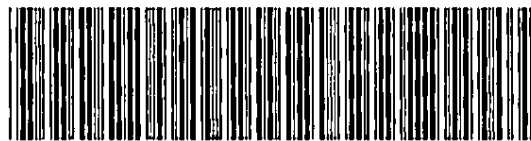
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COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: River City Edu Managment, 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:

Melissa Gross-Arnold, Esq., B.C.S.

Name of Person

Arnold Law Firm

Firm/Company

6279 Dupont Station Court

Address

Jacksonville, FL 32217

City/State and Zip Code

melissa@arnoldlawfirmllc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melissa Gross-Arnold 904 731-3800  
Name of Person at (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

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

Street Address

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

**ARTICLES OF ORGANIZATION  
RIVER CITY EDU MANAGEMENT, LLC**

These Articles of Organization ("Articles") are adopted, effective this 11th day of October, 2018, pursuant to Chapter 605, Florida Statutes, the Florida Revised Limited Liability Act (the "Act"). The undersigned sets forth the following:

**ARTICLE I  
NAME**

The name of the Limited Liability Company is RIVER CITY EDU MANAGEMENT, LLC (the "LLC").

**ARTICLE II  
ADDRESS**

The mailing address and principal office of the LLC is: 7565 Beach Boulevard, Jacksonville, FL 32216.

**ARTICLE III  
MEMBERSHIP AND FORM OF MANAGEMENT**

The LLC shall be Member-Managed within the meaning of Section 605.0407, Florida Statutes, and have a single member consisting of River City Education Services, Inc., a Florida nonprofit corporation (the "Member"). The LLC shall not admit any additional members at any time. The LLC shall be governed by the Act, these Articles, and the Operating Agreement, of even date herewith.

**ARTICLE IV  
PURPOSE**

The purpose for which this LLC is organized is to further the charitable and educational purposes of its Member. The LLC will also qualify for derivative tax exempt status as a disregarded entity within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (the "Code"), by virtue of its relationship with the Member. The LLC will also qualify through its exempt status relationship derived from its Member as a charitable organization for purposes of receiving deductible gifts and grants within the meaning of Section 170(b)(1)(A) of the Code, and to engage in any lawful act or activity for which limited liability companies may be organized under Florida law and are not otherwise prohibited by these Articles of Organization or the LLC's Operating Agreement or the Code. However, nothing herein shall be construed as allowing any activities which would jeopardize the Member's tax-exempt status or otherwise be inconsistent with the Member's classification as an organization described in Section 501(c)(3) of the code and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE V  
REGISTERED AGENT**

The name and address of the registered agent of the Limited Liability Company is Dogan Tozoglu, 7565 Beach Boulevard, Jacksonville, FL 32216.

**ARTICLE VI  
AMENDMENTS OR RESTATEMENTS**

Any amendment or restatement of these Articles of Organization shall be in writing and shall not be effective unless and until approved in writing by the Member. No oral representations by the Member shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, these Articles of Organization.



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Dogan Tozoglu, Executive Director  
River City Education Services, Inc.  
(sole member of RIVER CITY EDU  
MANAGEMENT, LLC)

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated limited liability company, at the place designated in the above Articles of Organization of RIVER CITY EDU MANAGEMENT, LLC, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



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Dogan Tozoglu

Date: 10/11/2018