

5/30/2019

Division of Corporations  
 Florida Department of  
 Division of Corporations  
 Electronic Cover Sheet

# L19000136597

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H19000172680 3)))



H190001726803ABC1

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.**  
 Doing so will generate another cover sheet.

To:

Division of Corporations  
 Fax Number : (850)617-6381

From:

Account Name : SHUFFIELD LOWMAN  
 Account Number : I20030000118  
 Phone : (407)581-9800  
 Fax Number : (407)581-9801

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: REGISTEREDAGENT-WRL@SHUFFIELDLOWMAN.COM

**FLORIDA LIMITED LIABILITY CO.  
 DEMETREE QOF, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

Electronic Filing Menu

Corporate Filing Menu

Help

M SIMMONS

MAY 30 2019

((H19000172680 3)))..

**ARTICLES OF ORGANIZATION  
OF  
DEMETREE QOF, LLC**

**ARTICLE I – Name:**

The full and complete name of the limited liability company is DEMETREE QOF, LLC (the “Company”).

**ARTICLE II – Address:**

The mailing address and street address of the principal office of the Company is located at 941 West Morse Boulevard, Suite 315, Winter Park, Florida 32789.

**ARTICLE III – Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms, provisions and conditions of the Operating Agreement of the Company.

**ARTICLE IV – Management:**

The Company is to be manager-managed. The name and address of the initial Manager is:

<u>Name</u>	<u>Address</u>
Mary L. Demetree	941 West Morse Boulevard Suite 315 Winter Park, Florida 32789

**ARTICLE V – Admission of Additional Members:**

The Company shall admit new Members only in accordance with the terms, provisions and conditions outlined and described within the Operating Agreement of the Company.

FILED  
19 MAY 30 PM 5:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED  
19 MAY 29 PM 5:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

((H19000172680 3)))

#### **ARTICLE VI – Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any terms, provisions, restrictions, limitations and conditions for the regulation, governance and management of the affairs, operations, business and assets of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

#### **ARTICLE VII – Initial Registered Agent and Registered Office:**

The initial registered agent for the Company shall be Madelyn I. Boelter, and the mailing address and street address of the Company's initial registered office is located at 941 West Morse Boulevard, Suite 315, Winter Park, Florida 32789.

#### **ARTICLE VIII – Amendments:**

The Company reserves the right, power and authority to amend, modify, revise, update, restate or otherwise change any term or provision of these Articles of Organization, which amendment, modification, revision, update, restatement or change shall only be effectuated in accordance with the terms, provisions, restrictions, limitations and conditions outlined and described within the Operating Agreement of the Company.

#### **ARTICLE IX – Indemnification:**

Each individual or entity who is or was a member, manager, officer, employee or agent of the Company (and the heirs, executors, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, lawsuit, claim or legal proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member, manager, officer, employee or agent of the Company (an "Indemnitee"), shall be indemnified, defended and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article IX, the Indemnitee shall also be entitled to have paid, directly by the Company, the costs and expenses reasonably incurred in defending any such action, lawsuit, claim or legal proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The power, rights and authority conferred in this Article IX shall not be exclusive of any other power, rights and authority which any person may have or hereafter acquire under any statute, provision of these Articles of Organization or the Operating Agreement of the Company, other contract or agreement, vote of members, or otherwise. Any repeal or amendment of this Article IX by the members of the Company shall not adversely affect any right or protection of any member, manager, officer, employee or agent existing at the time of such repeal or amendment.

((H19000172680 3)))

#### **ARTICLE X – Continuation of Business:**

Unless dissolved, liquidated and terminated in accordance with the Operating Agreement of the Company, the remaining members shall continue the operations and business of the Company, which shall not be dissolved, liquidated or terminated, upon the death, retirement, resignation, expulsion, withdrawal, bankruptcy or dissolution of any member or the occurrence of any other event or happening which terminates the continued membership of a member.


#### **ARTICLE XI – Qualified Opportunity Fund (QOF):**

The purpose of the Company is to be a “qualified opportunity fund”, as such term is defined within section 1400Z-2(d)(1) of the U.S. Internal Revenue Code of 1986, as amended from time to time (the “Code”). The Company will undertake all actions necessary, appropriate or advisable to establish and ensure that the Company, at all applicable times, is qualified and labeled as a “qualified opportunity fund” pursuant to the Code, including but not limited to timely and properly filing the IRS Form 8996. Further, the Company will invest in “qualified opportunity zone property”, as such term is defined within section 1400Z-2(d)(2) of the Code, in such amounts and at such times as required by the Code. Additionally, the Company will be qualified as and engaged in, whether directly or indirectly, a “qualified opportunity zone business”, as such term is defined within section 1400Z-2(d)(3) of the Code, by owning, holding and utilizing, whether directly or indirectly, “qualified opportunity zone business property”, as such term is defined within section 1400Z-2(d)(2)(D) of the Code.

*[Remainder of Page Intentionally Left Blank]*

((H19000172680 3))

IN WITNESS WHEREOF, the undersigned Authorized Representative has duly executed these Articles of Organization as of this Wednesday, May 29, 2019.

  
\_\_\_\_\_  
Mary L. Denctree  
Authorized Representative

((H19000172680 3))

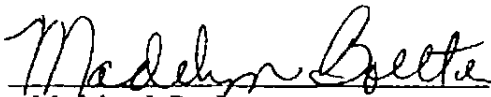
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The full and complete name of the limited liability company is DEMETREE QOF, LLC.
2. The name and mailing address of the registered agent and registered office is:

Madelyn I. Boelter  
941 West Morse Boulevard  
Suite 315  
Winter Park, Florida 32789

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.

By:   
Madelyn I. Boelter

Dated as of this Wednesday, May 29, 2019.