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**FLORIDA LIMITED LIABILITY CO.**

**Carter Funds, LLC**

Certificate of Status	1
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SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION  
OF  
CARTER FUNDS, LLC**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Revised Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is Carter Funds, LLC (hereafter, the "Company").

ARTICLE 2

Powers

This Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

- (a) sue and be sued, and defend, in its name;
- (b) purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located;
- (c) sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property;
- (d) purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity;
- (e) make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and

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suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the Company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the Company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the Company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the Company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the Company;

- (f) lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment;
- (g) conduct its business, locate offices, and exercise the powers granted by the Act within or without the state of Florida;
- (h) select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit;
- (i) employ, engage, promote, retain and terminate employees, independent contractors and other agents;
- (j) make donations for the public welfare or for charitable, scientific, or educational purposes;
- (k) pay pensions and establish pension plans, pension trust, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members officers, agents, and employees;
- (l) be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, limited liability company, joint venture, trust, or other entity; and
- (m) make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

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ARTICLE 3Effective Date

This Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE 4Mailing Address and Principal Office

The mailing address and the street address of the principal office of the Company is 4890 W. Kennedy Boulevard, Suite 200, Tampa, Florida 33609.

ARTICLE 5Initial Registered Office and Agent

The street address of the initial registered office of this Company is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this Company at that address is Corporation Service Company.

ARTICLE 6Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed limited liability company. The names and addresses of the initial managers of the Company are:

John Carter	4890 W. Kennedy Boulevard, Suite 200 Tampa, Florida 33609
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Lisa Drummond	4890 W. Kennedy Boulevard, Suite 200 Tampa, Florida 33609
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Cynthia Pfeifer

4890 W. Kennedy Boulevard, Suite 200  
Tampa, Florida 33609

ARTICLE 7

Indemnification

The Company shall indemnify its members and managers to the fullest extent authorized by law.

ARTICLE 8

Transfer Restrictions

The limited liability company membership interests of the Company shall be subject to the transfer restrictions set forth in the Company's Operating Agreement, a copy of which shall be maintained at the principal office of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Articles of Organization this 18<sup>th</sup> day of July 2019.

  
\_\_\_\_\_  
DAVID L. KOCHÉ, Authorized Representative

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE OF  
CARTER FUNDS, LLC**

Pursuant to the provisions of Section 605.0113 of the 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 name of the limited liability company is: Carter Funds, LLC.
2. The name and address of the registered agent and office are:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

*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 605, Florida Statutes.*

Dated: July 18, 2019.

CORPORATION SERVICE COMPANY

By: Rosemarie Gagliardino  
Name: Rosemarie Gagliardino  
Title: Assistant Vice President

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