

CONTACT:

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1 Tri-City Brokerage of the Southeast, L.C.  
(Corporation Name) (Document #)

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| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input type="checkbox"/>            | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                      |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment                            |
| <input type="checkbox"/> | Resignation of R A, Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent           |
| <input type="checkbox"/> | Dissolution/Withdrawal               |
| <input type="checkbox"/> | Merger                               |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/RENEWAL     |                     |
|--------------------------|---------------------|
| <input type="checkbox"/> | Foreign             |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement       |
| <input type="checkbox"/> | Trademark           |
| <input type="checkbox"/> | Other               |

☐ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT -3 AM 9:29

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PICKUP BY  
UCC SERVICES

Examiner's Initials

OCT 3 1996

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Tri-City Brokerage of the Southeast, L.C.

**ARTICLE II - Address:**

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

c/o Fred Caspersen  
235 Montgomery Street, Ste 2200  
San Francisco, CA 94104

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be:

December 31, 2026

**ARTICLE IV - Management:**

(check and complete the appropriate statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

1. Loti Woods  
1510 Smolian Place  
Birmingham, AL

2. Tri-City Brokerage, Inc.  
c/o Robert Dillon  
50 California Street, Suite 2000  
San Francisco, CA 94111

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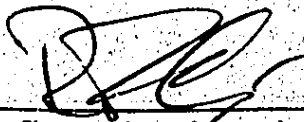
## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Tri-City

Brokerage of the Southeast, L.C.

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ \_\_\_\_\_
- 5) the total amount of 2, 3, and 4 is \$ 1,000



Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the  
execution of this affidavit constitutes an affirmation under the  
penalties of perjury that the facts stated herein are true.)

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

PURSUANT TO THE PROVISIONS OF SECTION 808.415 OR 808.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: Tri-City Brokerage of the  
Southeast, L.C.

2. The name and address of the registered agent and office is:

NationsCorp Registered Agents, Inc.

(Name)

526 E. Park Avenue

(P.O. Box or Mail Drop Box NOT acceptable)

Tallahassee, Florida 32301

(City/State/Zip)

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*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: Betty Hany

(Signature)

10/2/96  
(Date)