



THE UNITED STATES
CORPORATION
COMPANY

L97000000319

ACCOUNT NO. : 072100000032

REFERENCE : 295550 4381472

AUTHORIZATION :

COST LIMIT : \$ 337.50

ORDER DATE : March 17, 1997

ORDER TIME : 10:26 AM

ORDER NO. : 295550-005

CUSTOMER NO: 4381472

CUSTOMER: Ms. Helen Brock Ford
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: DARTMOUTH CAPITAL
MANAGEMENT, L.C.

EFFECTIVE DATE:

☒ ARTICLES OF ORGANIZATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
MAR 17 PM 11:29
FILED
SEC. OF CORP. 97 MAR 17 PM 2:10
TALLAHASSEE, FLORIDA

Dmc 3/17/97

**ARTICLES OF ORGANIZATION
OF
DARTMOUTH CAPITAL MANAGEMENT, L.C.**

FILED
97 MAR 17 PM 2:10
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned (the "Members") acting as the organizers of DARTMOUTH CAPITAL MANAGEMENT, L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is DARTMOUTH CAPITAL MANAGEMENT, L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 633 Dartmouth Street, Orlando, Florida 32804.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

Name

Address

H. Gary Stetson

633 Dartmouth Street
Orlando, FL 32804

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc. and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, 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, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnitee"), shall be indemnified 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, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such 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 rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization as of this 14th day of March, 1997.

B&C Corporate Services of Central Florida, Inc., a Florida corporation, as authorized representative for H. Gary Stetson and Dartmouth Properties, Inc. (Members)

By: Helen Brock Ford
Helen Brock Ford, Vice President

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED

97 MAR 17 PM 2:10

The undersigned member or authorized representative of a member of Dartmouth Capital Management, 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 members is \$0.00.
3. The agreed value of property other than cash contributed by the members is \$237,375.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by the members is \$237,375.00. This total includes amounts from 2 and 3 above.

B&C Corporate Services of Central Florida, Inc., a Florida corporation, as authorized representative for H. Gary Stetson and Dartmouth Properties, Inc. (Members)

By: Helen Brock Ford
Helen Brock Ford, Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of March, 1997, by Helen Brock Ford, as Vice President of B&C Corporate Services of Central Florida, Inc., a Florida corporation, authorized representative of the Members of Dartmouth Capital Management, L.C., and who is personally known to me and who did not take an oath.



Laurie L. Bergstresser
(Signature of Notary Public)

(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires: _____

PROPERTY CONTRIBUTED BY THE MEMBERS

1. 90% General Partnership interest in Quality Centers East, Ltd., a Florida limited partnership owned by H. Gary Stetson valued at \$224,881.00.
2. 5% Limited Partnership interest in Quality Centers East, Ltd., a Florida limited partnership owned by Dartmouth Properties, Inc., a Florida corporation, valued at \$12,494.00.

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

FILED
97 MAR 17 PM 2:10
SE
TALLAHASSEE STATE
FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, or 608.507, 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 Dartmouth Capital Management, L.C.

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

B&C Corporate Services of Central Florida, Inc.
390 North Orange Avenue
Suite 1100
Orlando, Florida 32801

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.

B&C Corporate Services of Central Florida,
Inc.

By: Helen Brock Ford
Helen Brock Ford, Vice President

Dated this 14th day of March, 1997.