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January 4, 1999

Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32301

400002732364--7  
-01/06/99--01083--006  
\*\*\*285.00 \*\*\*285.00

Re: Articles of Organization of Thomas Funds, L.C.

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Organization with Certificate Designating Registered Agent and Affidavit for Thomas Funds, L.C. Also enclosed is a check in the amount of \$285.00 representing your filing fee.

I appreciate your assistance in this matter.

Sincerely,  
*Nicole Selling for*  
Daniel C. Perri

FILED  
99 JAN -6 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name Availability	DGP/nas 1/23/99 DCC
Document Examiner	Enclosures DCC
Updater	ncc
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION  
OF  
THOMAS FUNDS, L.C.**

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

**ARTICLE I  
NAME**

The name of this limited liability company shall be THOMAS FUNDS, L.C.

**ARTICLE II  
DURATION**

This limited liability company shall exist no longer than thirty (30) years from the date of filing with the Department of State.

**ARTICLE III  
PURPOSE AND POWERS**

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the limited liability company is at 124 Shell Avenue SE, Ft. Walton Beach, FL 32548. The mailing address of the limited liability company is Post Office Box 4246, Fort Walton Beach, Florida 32549.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579 and the name of the initial registered agent at that address is DANIEL C. PERRI.

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TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**CAPITAL**

The capital of the limited liability company that will be contributed shall be the sum of One Thousand Dollars (\$1,000.00).

**ARTICLE VII**  
**MANAGEMENT**

The name and address of the sole manager of the limited liability company is as follows:

Prentice M. Thomas, Jr.  
Post Office Box 4246  
Fort Walton Beach, Florida 32549

Management shall be by all persons or authorized representatives thereof above named, with majority vote controlling.

**ARTICLE VIII**  
**INITIAL MEMBERS**

The names and addresses of the members of this limited liability company are as follows:

Prentice M. Thomas, Jr.  
Post Office Box 4246  
Fort Walton Beach, FL 32549

Louise Janice Campbell  
Post Office Box 4246  
Fort Walton Beach, FL 32549

Prentice M. Thomas, III  
Post Office Box 4246  
Fort Walton Beach, FL 32549

Shannon Noel Thomas  
Post Office Box 4246  
Fort Walton Beach, FL 32549

Lee Courtney Thomas  
Post Office Box 4246  
Fort Walton Beach, FL 32549

Charles Allan Thomas  
Post Office Box 4246  
Fort Walton Beach, FL 32549

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IX**  
**ADDITIONAL MEMBERS**

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.

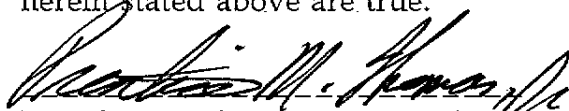
**ARTICLE X**  
**DISSOLUTION**

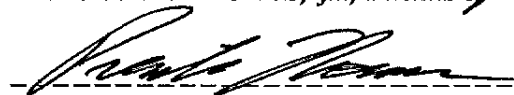
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

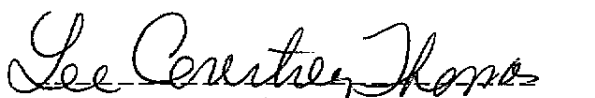
**ARTICLE XI**  
**TRANSFER OF INTEREST**

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

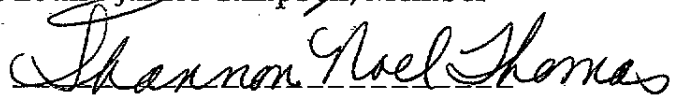
IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, have hereunto set their hands and seals on this the 23rd day of September, 1998, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.

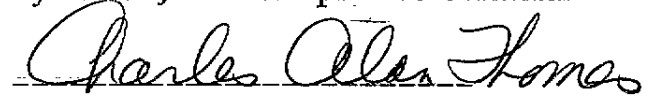
  
Prentice M. Thomas, Jr., Member

  
Prentice M. Thomas, III, Member

  
Lee Courtney Thomas, Member  
by Louise Janice Campbell as Guardian

  
Louise Janice Campbell, Member

  
Shannon Noel Thomas, Member  
by Louise Janice Campbell as Guardian

  
Charles Allan Thomas, Member  
by Louise Janice Campbell as Guardian

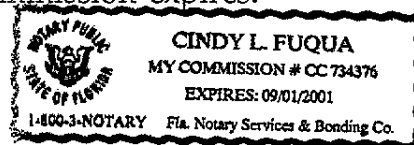
STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 23<sup>rd</sup> day of September, 1998, by **Prentice M. Thomas, Jr.** who personally appeared and who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 23<sup>rd</sup> day of September, 1998.

*Cindy L. Fuqua*  
NOTARY PUBLIC  
My commission expires:

STATE OF FLORIDA  
COUNTY OF OKALOOSA

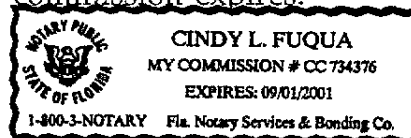


The foregoing instrument was executed and acknowledged before me this 23<sup>rd</sup> day of September, 1998, by **Louise Janice Campbell** who personally appeared and who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 23<sup>rd</sup> day of September, 1998.

*Cindy L. Fuqua*  
NOTARY PUBLIC  
My commission expires:

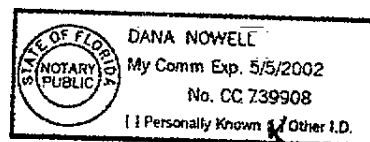
STATE OF FLORIDA  
COUNTY OF OKALOOSA



The foregoing instrument was executed and acknowledged before me this 23<sup>rd</sup> day of ~~September~~ <sup>December</sup>, 1998, by **Prentice M. Thomas, III** who personally appeared and who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 23<sup>rd</sup> day of ~~September~~ <sup>December</sup>, 1998.

*Dana Nowell* 12/8/98  
NOTARY PUBLIC  
My commission expires:

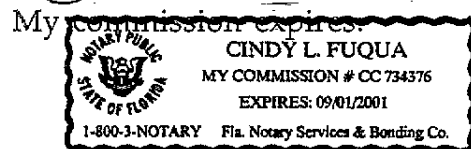


STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 23<sup>rd</sup> day of September, 1998, by **Shannon Noel Thomas**, by **Louise Janice Campbell** as **Guardian**, who personally appeared and who has produced a valid driver's license as identification and did take an oath.

23<sup>rd</sup> WITNESS my hand and official seal in the State and County last aforesaid this day of September, 1998.

*Cindy L. Fuqua*  
NOTARY PUBLIC

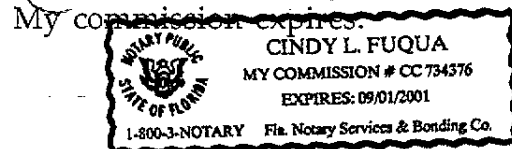


STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 23<sup>rd</sup> day of September, 1998, by **Lee Courtney Thomas**, by **Louise Janice Campbell** as **Guardian**, who personally appeared and who has produced a valid driver's license as identification and did take an oath.

23<sup>rd</sup> WITNESS my hand and official seal in the State and County last aforesaid this day of September, 1998.

*Cindy L. Fuqua*  
NOTARY PUBLIC

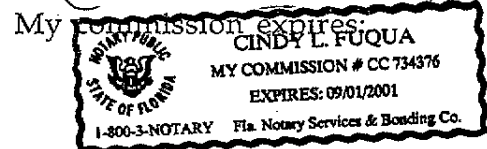


STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 23<sup>rd</sup> day of September, 1998, by **Charles Allan Thomas**, by **Louise Janice Campbell** as **Guardian**, who personally appeared and who has produced as identification and did take an oath.

23<sup>rd</sup> WITNESS my hand and official seal in the State and County last aforesaid this day of September, 1998.

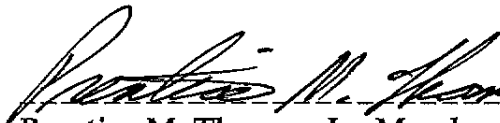
*Cindy L. Fuqua*  
NOTARY PUBLIC




**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

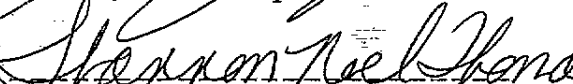
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STATE  
TALLAHASSEE, FLORIDA


Pursuant to Section 608.415, Florida Statutes, the following is submitted:  
Thomas Funds, L.C. , desiring to organize under the laws of the State of Florida with  
its principal place of business at Ft. Walton Beach, FL 32548, has named **Daniel C.  
Perri** as its agent to accept service of process within the State of Florida and whose  
address is 5 Clifford Drive, Shalimar, Florida 32579.


  
Prentice M. Thomas, Jr., Member

  
Louise Janice Campbell, Member


  
Prentice M. Thomas, III, Member

  
Shannon Noel Thomas, Member  
by Louise Janice Campbell as Guardian

  
Lee Courtney Thomas, Member  
by Louise Janice Campbell as Guardian

  
Charles Allan Thomas, Member  
by Louise Janice Campbell as Guardian

Having been named to accept service of process for the above named  
corporation, at the place designated in this certificate, I hereby agree to act in this  
capacity, and I further agree to comply with the provisions of all Florida Statutes  
relative to the proper and complete performance of my duties.

  
Daniel C. Perri  
Registered Agent

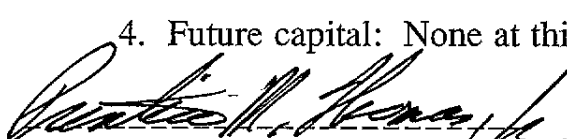
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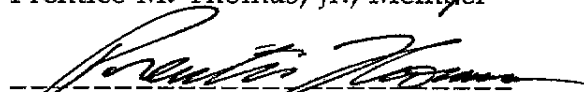
STATE OF FLORIDA  
COUNTY OF OKALOOSA


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned member of THOMAS FUNDS, L.C., after being duly sworn, do depose and state the following:

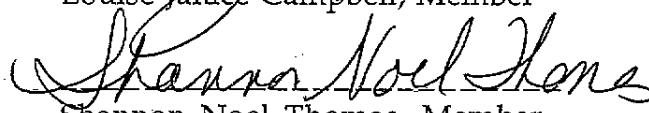
1. There are at least two (2) members of THOMAS FUNDS, L.C.
2. The capital contribution to THOMAS FUNDS, L.C. is One Thousand Dollars (\$1,000.00).
- The total contribution to THOMAS FUNDS, L.C. is One Thousand Dollars (\$1,000.00).
3. There is no contribution of property other than that listed in paragraph 2 above.
4. Future capital: None at this time.


  
Prentice M. Thomas, Jr., Member

  
Prentice M. Thomas, III, Member

  
Lee Courtney Thomas, Member  
by Louise Janice Campbell as Guardian

  
Louise Janice Campbell, Member

  
Shannon Noel Thomas, Member  
by Louise Janice Campbell as Guardian

  
Charles Allan Thomas, Member  
by Louise Janice Campbell as Guardian

Sworn to and ascribed before me on  
September 23, 1998.

  
NOTARY PUBLIC

My commission expires FUQUA  
MY COMMISSION # CC 734376  
EXPIRES: 09/01/2001  
1-800-3-NOTARY Fla. Notary Services & Bonding Co.