

L090000 84977

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

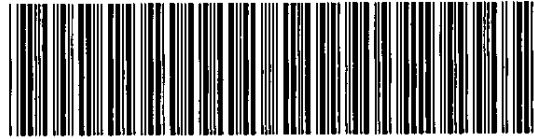
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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09 SEP -2 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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09 SEP -2 PM 4:52  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. KOHR

SEP - 3 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: ASHLEY SMITH

DATE: 09-02-2009

REF. #: 001646.110094

CORP. NAME: PROSPER INVESTMENT PARTNERS, LLC

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- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 531640 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
PROSPER INVESTMENT PARTNERS, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I  
NAME**

The name of the limited liability company is Prosper Investment Partners, LLC (the "Company").

**ARTICLE II  
MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 401 East Las Olas, Suite 1120, Fort Lauderdale, Florida 33301.

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company in the State of Florida is CorpDirect Agents, Inc., 515 East Park Avenue, Tallahassee, Florida 32301.

**ARTICLE IV  
DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE V  
PROFITS AND LOSSES**

Profits and losses shall be allocated to the members, as provided in the Operating Agreement, duly adopted and as amended from time to time by the members.

**ARTICLE VI  
RESTRICTIONS ON MEMBERSHIP**

No additional members shall be admitted to the Company except upon such terms and conditions as set forth in the Operating Agreement. Contributions required of new members shall be

determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer in accordance with the requirements set forth in the Operating Agreement.

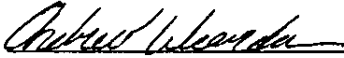
**ARTICLE VII  
MANAGEMENT; INITIAL MEMBER**

The Company shall be a manager-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles. The initial managers of the Company shall be Howard Gruverman, Andrew Wierda and Mike Archambault, each with an address at 401 East Las Olas, Suite 1120, Fort Lauderdale, Florida 33301.

**ARTICLE VIII  
AMENDMENT**

The Articles may be amended only in accordance with the Operating Agreement.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed to these Articles of Organization on this 1st day of September, 2009.

By:   
Name: Andrew Wierda  
Authorized Representative