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| Name: | QSH/Central Florida, LLC |
| Document #: | |
| Order #: | 16118875 |

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Amount: \$ **155.00**

Thank you!

COVER LETTER

**TO: New Filing Section
Division of Corporations**

SUBJECT: QSH/Central Florida, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert B. Womble

Name of Person

K&L Gates LLP

Firm/Company

301 Hillsborough Street, Suite 1200

Address

Raleigh, North Carolina 27603

City/State and Zip Code

robert.womble@klgates.com

E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Robert B. Womble 919 743-7309
at ()
Name of Person Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input checked="" type="checkbox"/> \$130.00 Filing Fee & Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed) |
|--|--|---|---|

Mailing Address

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

New Filing Section Division
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

QSH/Central Florida, LLC

(Must contain the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

1201 W. Peachtree Street NW

Suite 2317

Atlanta, Georgia 30309

Mailing Address:

2977 Habersham Court NW

Atlanta, Georgia 30305

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

National Registered Agents, Inc.

Name

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** acceptable)

Plantation

Florida

33324

City

State

Zip

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, F.S..

/s/David Westcott, David Westcott Assistant Secretary

Registered Agent's Signature (REQUIRED)

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ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

Name and Address:

AMBR

Quality Senior Housing Foundation, Inc.

1201 W. Peachtree Street NW, Suite 2317

Atlanta, Georgia 30309

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____. (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any.

See attachment

REQUIRED SIGNATURE



Signature of a member or an authorized representative of a member.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.
I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Stanley G. Brading, Jr., President of the LLC's Sole Member

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

**Attachment to Articles of Organization
of
QSH/Central Florida, LLC**

ARTICLE VI. Included within the provisions of the Articles of Organization of QSH/Central Florida, LLC, a Florida limited liability company (the "**Company**") organized pursuant to the Florida Revised Limited Liability Company Act, as set forth in Chapter 605 of the Florida Statutes (the "**Act**"), are the following:

1. **Sole Member.** The sole member of the Company is Quality Senior Housing Foundation, Inc., a Georgia nonprofit corporation (the "**Sole Member**") organized and operated exclusively for charitable purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"). The Sole Member holds a valid unrevoked letter from the Internal Revenue Service dated December 3, 1999, determining that the Sole Member is exempt from federal income tax under Code Section 501(a) as an organization described in Code Section 501(c)(3).

2. **Purposes.** Notwithstanding any other provision in these Articles of Organization, the Company is organized and shall be operated exclusively for charitable purposes within the meaning of Code Section 501(c)(3). Further, the Company is and shall be operated exclusively to further the charitable purposes of the Sole Member.

3. **Management.** Pursuant to Act Section 605.0407, the Company is a member-managed limited liability company.

4. **Officers and Agents.** Pursuant to Act Section 605.04071, a member of the Company has the power and authority to delegate to one or more officers or other persons the member's rights and powers to manage and control the business and affairs of the Company (including without limitation the power and authority to delegate by a management agreement or similar agreement with, or otherwise to other persons), in such manner as is provided in the Company's operating agreement. Any such delegation by a member will not cause the member to cease to be a member of the Company, and will not limit any member's authority or ability to manage and control the business and affairs of the Company.

5. **Dissolution.** In the event of dissolution, after the Company first applies its assets to discharge its obligations to creditors, including members who are creditors, any surplus must be distributed to (and only to) (a) the Sole Member, if the Sole Member is then a charitable organization described in Code Section 501(c)(3), or the corresponding section of any future federal tax code; and, if not, (b) to one or more other organizations each of which is then organized and operated exclusively for charitable purposes within the meaning of Code Section 501(c)(3), and which has established its tax exempt status under Code Section 501(c)(3).

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