

Commonwealth of Virginia

6281



STATE CORPORATION COMMISSION

Richmond, March 11, 2011

This certificate of registration to transact business in Virginia is this day issued for

Targeted Victory, LLC

a limited liability company organized under the laws of MINNESOTA and the said company is authorized to transact business in Virginia, subject to all Virginia laws applicable to the company and its business.



State Corporation Commission

Attest:

Joel H. Peck
Clerk of the Commission

NOTICE TO FOREIGN LIMITED LIABILITY COMPANIES

Welcome to Virginia. Please take a few minutes to read the information below, which describes several statutory provisions applicable to limited liability companies.

Company name: The certificate of registration shows the exact name of the limited liability company as set forth in its articles of organization, as amended, or, in the case of a foreign limited liability company that was required to designate a name for use in Virginia, the designated name followed by the company's exact name in parentheses. If the limited liability company intends to conduct business in Virginia under a name other than its exact name, it must make the required filings under Virginia's fictitious name statutes. See § 59.1-69 *et seq.* of the Code of Virginia.

Registered agent and registered office: Each foreign limited liability company is required to maintain in Virginia a registered agent and a registered office at which the registered agent may be found during normal business hours. See §§ 13.1-1015 and 13.1-1018 of the Code of Virginia. *Court papers served on and notices mailed or delivered to the registered agent at the registered office address are deemed to have been received by the limited liability company as a matter of law.* Official notices and correspondence from the Commission to the company will be mailed to the registered agent at the registered office address on file in the office of the clerk of the Commission.

A limited liability company may change its registered agent and/or registered office information on file with the Commission at any time and at no cost. The limited liability company must promptly change its registered agent and registered office information if its registered agent (i) moves his business office, (ii) resigns, dies or ceases to be a resident of Virginia, (iii) ceases to be a member of the Virginia State Bar, a member or manager of the limited liability company, a member or manager of a limited liability company that is a member or manager of the limited liability company, an officer or director of a corporation that is a member or manager of the limited liability company, a general partner of a general or limited partnership that is a member or manager of the limited liability company, or a trustee of a business trust that is a member or manager of the limited liability company (when that was the basis for his qualification as registered agent), or (iv) is a business entity that has had its existence canceled or terminated or its authority to transact business in Virginia canceled or revoked. To change this information, the limited liability company must file a Statement of Change on form LLC-1016. This form can be completed and filed online at <https://sccfile.scc.virginia.gov> or obtained as a pre-printed paper form upon request from the Clerk's Office.

Annual registration fees: Each year after the year of registration, the limited liability company will be assessed an annual registration fee of \$50 by the Commission. Notice of the assessment will be mailed to the limited liability company's registered agent at the registered office address. The Commission must receive the company's annual registration fee payment on or before the due date stated in the notice of assessment, or a \$25 penalty will be imposed. *Postmarks are not considered.* See §§ 13.1-1062 and 13.1-1064 of the Code of Virginia.

Automatic cancellation: If the annual registration fee is not paid on or before the last day of the third month following its due date, the limited liability company's certificate of registration to transact business in Virginia will be automatically canceled by operation of law. See § 13.1-1056.1 of the Code of Virginia.

Voluntary cancellation of certificate: A foreign limited liability company may voluntarily have its certificate of registration canceled by delivering to the Clerk's Office a properly completed certificate of cancellation on Commission-prescribed form LLC-1056 along with the filing fee. See § 13.1-1056 of the Code of Virginia. If form LLC-1056 is received, processed and filed by the Commission on or before the annual registration fee due date, the limited liability company will not be required to pay the annual registration fee for that year.

Amendments, mergers, domestications and entity conversions: A foreign limited liability company that files an amendment or merger or instrument of domestication in its home jurisdiction must file an authenticated copy of the document in the Clerk's Office of the Commission within 30 days after the document's effective date. The copy of the document must be duly certified or otherwise authenticated by the Secretary of State or other official having custody of limited liability company records in the state or other jurisdiction under whose law the company is organized. If an amendment, merger or domestication changes the name of the limited liability company or any other statement in the application for registration, the authenticated copy of the document must be accompanied by form LLC-1055. See §§ 13.1-1055 and 13.1-1060 of the Code of Virginia. In addition, if the company files an instrument of entity conversion in its home jurisdiction, the resulting entity, if it intends to continue transacting business in Virginia, must promptly apply for and obtain a certificate of authority or registration from the Commission. Otherwise, it must file an authenticated copy of the instrument of entity conversion and a certificate of cancellation in the Clerk's Office within 30 days of the instrument's effective date. See § 13.1-1060.1 of the Code of Virginia.

Additional assistance: For forms or more information, visit www.scc.virginia.gov/clk/index.aspx or contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

(Revised 08/10)



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

LLC-1011
(10/11)

ARTICLES OF ORGANIZATION
OF A VIRGINIA LIMITED LIABILITY COMPANY

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia the undersigned states as follows:

1. The name of the limited liability company is

Targeted Victory LLC

(The name must contain the words limited company or limited liability company or the abbreviation L.C., LC, L.L.C. or LLC)

2. A. The name of the limited liability company's initial registered agent is

Michael Beach

B. The initial registered agent is (mark appropriate box):

(1) an INDIVIDUAL who is a resident of Virginia and

- a member or manager of the limited liability company.
- a member or manager of a limited liability company that is a member or manager of the limited liability company.
- an officer or director of a corporation that is a member or manager of the limited liability company.
- a general partner of a general or limited partnership that is a member or manager of the limited liability company.
- a trustee of a trust that is a member or manager of the limited liability company.
- a member of the Virginia State Bar.

OR

(2) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

3. A. The limited liability company's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

66 Canal Center Plaza, Suite 501

Alexandria, VA

22314

(number/street)

(city or town)

(zip)

B. The registered office is located in the county or city of **Alexandria**

4. The limited liability company's principal office address, including the street and number, is

1033 North Fairfax Street, Suite 400

Alexandria, VA

22314

(number/street)

(city or town)

(state)

(zip)

Organizer(s):

Michael D. Beach

(signature)

03/01/2013

(date)

Michael Beach

(printed name)

(telephone number (optional))

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

NOTES

Articles of organization can be completed and filed online, or submitted in PDF format to the Clerk's Office for review and filing, by visiting our website at <https://sccefile.scc.virginia.gov/NewEntity>. (A user account is required.) This form can also be downloaded from our website at www.scc.virginia.gov/clk/dom_llc.aspx.

The articles must be in the English language, typewritten or printed in black, legible and reproducible.

This form contains the minimum number of provisions required by Virginia law to be set forth in the articles of organization of a Virginia limited liability company. If additional provisions are desired, then the complete articles of organization, including the additional provisions, must be typewritten on white, opaque paper, 8 1/2" by 11" in size, using only one side of a page, and be free of visible watermarks and background logos. A minimum of a 1" margin must be provided on the left, top and bottom margins of a page and 1/2" at the right margin. **This form may not be filed with an attachment.**

INSTRUCTIONS TO FORM LLC-1011

Name: The limited liability name must contain the words "limited company" or "limited liability company," or the abbreviation "L.C.," "LC," "L.L.C.," or "LLC." The proposed name must be distinguishable upon the records of the Commission. See § 13.1-1012 of the Code of Virginia. To check the availability of a limited liability company name, visit our website at <https://sccefile.scc.virginia.gov/NameAvailability>, or contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at 1-866-722-2551.

Registered agent: Paragraph 2.A. Provide the name of the registered agent. The limited liability company may not serve as its own registered agent. See §§ 13.1-1011 and 13.1-1015 of the Code of Virginia.

Paragraph 2.B. Check one box to indicate the qualification of the registered agent. Only an individual or entity that meets one of the qualifications may serve as the limited liability company's registered agent. The sole duty of the registered agent is to forward to the limited liability company at its last known address any process, notice or demand that is served on the registered agent. See § 13.1-1015 of the Code of Virginia.

Registered office: Paragraph 3.A. The location of the registered office must be identical to the business office of the registered agent. The address of the registered office must include a street address. A rural route and box number may only be used if no street address is associated with the registered office's location. A post office box is only acceptable for towns/cities that have a population of 2,000 or less if no street address or rural route and box number are associated with the registered office's location.

Paragraph 3.B. Provide the name of the county or independent city where the registered office is physically located. Counties and independent cities in Virginia are separate local jurisdictions.

Principal office: The principal office is the office where the principal executive offices of the limited liability company are located. See § 13.1-1002 of the Code of Virginia. It is also the location at which the limited liability company is required to keep a current list of the full name and last known address of each member of the limited liability company, as well as the other limited liability company information and records specified in § 13.1-1028 of the Code of Virginia.

Paragraph 4. The principal office address must include a street and number, if one is associated with the principal office's location. A rural route and box number may only be used if no street address is associated with the principal office's location. A post office box is not acceptable given the statutory provisions set forth above as described at the beginning of this paragraph.

Organizer(s): The articles must be signed by one or more organizers and the printed name of the organizer must be set forth next to each signature. See § 13.1-1003 of the Code of Virginia.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-1006 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 E. Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check

for the filing fee in the amount of **\$100.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.