



Secretary of State
Articles of Organization
Limited Liability Company (LLC)

LLC-1

For Office Use Only

-FILED-

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Filing Fee - \$70.00

Certified Copy Fee (Optional) - \$5.00



Note: LLCs may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov/>.

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1. **Limited Liability Company Name** (Must contain an LLC identifier such as LLC or L.L.C. "LLC" will be added, if not included.)

QSH/MB, LLC

2. **Business Addresses**

a. Initial Street Address of Principal Office - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
1201 W. Peachtree Street NW, Suite 2317	Atlanta	GA	30309
b. Initial Mailing Address of LLC, if different than Item 2a	City (no abbreviations)	State	Zip Code

3. **Service of Process** (Must provide either Individual OR Corporation.)

INDIVIDUAL - Complete Items 3a and 3b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation)	Middle Name	Last Name	Suffix
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code

CORPORATION - Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) - Do not complete Item 3a or 3b

National Registered Agents, Inc.

4. **Management** (Select only one box)

The LLC will be managed by:

☐

One Manager

☐

More than One Manager

☒

All LLC Member(s)

5. **Purpose Statement** (Do not alter Purpose Statement)

The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

6. By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.

Additional signatures set forth on attached pages, if any, are incorporated herein by reference and made part of this Form LLC-1. (All attachments should be 8 1/2 x 11, one-sided, legible and clearly marked as an attachment to this Form LLC-1.)

Organizer sign here

Stanley G. Brading, Jr.

Print your name here

**Attachment to Form LLC-1
of
QSH/MB, LLC**

Included within the provisions of the Articles of Organization of QSH/MB, LLC, a California limited liability company (the "**Company**"), 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**") and Section 214 of the California Revenue and Taxation Code (the "**California 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), or the corresponding section of any future federal tax code, and within the meaning of California Code Section 214. Further, the Company is and shall be operated exclusively to further the charitable purposes of the Sole Member within the meaning of California Code Section 214.
3. **Members.** Each member of the Company shall be a qualifying organization, as specified in California Board of Equalization Property Tax Rule 136(b)(1), as an organization that is organized and operated exclusively for charitable purposes within the meaning of Code Section 501(c)(3) and California Code Section 214. The Company shall not make or permit any direct or indirect transfer of any membership interest in the Company to any organization or person that is not organized and operated exclusively for charitable purposes within the meaning of Code Section 501(c)(3) and California Code Section 214.
4. **Charitable Dedication.** The property and assets of the Company are irrevocably dedicated to charitable purposes within the meaning of Code Section 501(c)(3) and California Code Section 214.
5. **Distributions.** The Company shall not distribute any of its property or assets to any organization or person that is not organized or operated exclusively for charitable purposes within the meaning of Code Section 501(c)(3) and California Code Section 214.
6. **Merger or Conversion.** The Company shall not merge with or convert into an entity that is not organized or operated exclusively for charitable purposes within the meaning of Code Section 501(c)(3) and California Code Section 214.
7. **Dissolution.** In the event of dissolution, the Company shall conduct only such activities as are necessary to wind up its affairs (including the sale of the assets of the Company in an orderly manner), and the property and assets of the Company shall be applied in the manner, and in the order of priority, set forth in Section 17707.05 of the California Corporations

Code, with all of its property and assets, if any, 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 within the meaning of California Code Section 214; 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 California Code Section 214, and which has established its tax exempt status under Code Section 501(c)(3).

8. Amendment of Articles of Organization. The Company may amend its Articles of Organization only if and to the extent that such amended provisions are consistent with the requirements of California Code Section 214, including provisions governing purposes, members, charitable dedication, distributions, merger or conversion, dissolution, and amendments, that are consistent with these Articles of Organization.