

L 9800000 2017

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OF COUNSEL
RITZERT & LEYTON, P.C.

September 24, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300002649143--8
-09/25/98--01070--002
****250.00 ****250.00
300002649143--8
-09/28/98--01088--002
****35.00 ****35.00

Re: Brunner Family Enterprises, LLC

Dear Sir/Madam:

Enclosed for filing are the following:

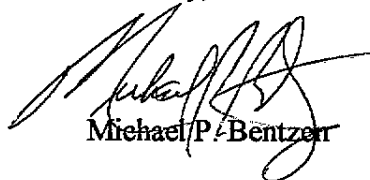
1. Articles of Organization for Brunner Family Enterprises, LLC.
2. Check for \$250 filing fee
3. Certificate of Designation of Registered Agent/Registered Office
4. Check for \$35 filing fee

FILED
98 SEP 25 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please send certificates and any correspondence to the undersigned at the above address.

Thank you for your assistance in this matter.

Sincerely,


Michael P. Bentzen

Enclosures

L98-2017

Name	Michael P. Bentzen
Availability	9-29
Document Examiner	Michael P. Bentzen
Updater	Michael P. Bentzen
Updater Verifier	Michael P. Bentzen
Acknowledgment	Michael P. Bentzen
W. P. Verifier	Michael P. Bentzen

ARTICLES OF ORGANIZATION
FOR
BRUNNER FAMILY ENTERPRISES, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Florida Limited Liability Company is: BRUNNER FAMILY ENTERPRISES, LLC (hereinafter the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is: 11596 Quail Valley Way, Naples, Florida 33194.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV - Management:

The Company is to be managed by a single manager, and the name and address of such manager is:

R. Gordon Brunner
11596 Quail Valley Way
Naples, Florida 33194

ARTICLE V - Admission of Additional Members:

Additional members may be admitted only with the unanimous consent of all members.

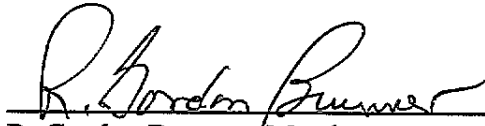
ARTICLE VI - Members Rights to Continue Business:

The right of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company shall be as decided by unanimous written consent of all remaining members.

ARTICLE VII - Affidavit of Membership and Contributions:

The undersigned member certifies:

1. that the above-named limited liability company has at least one member
2. that the total amount of cash contributed by the members is: \$ 150,000.00
3. that the agreed value of property other than cash contributed by the members is (see attached schedule): \$ 2,450,000.00
4. that the total amount of cash and property contributed and anticipated to be contributed is: \$ 2,600,000.00


R. Gordon Brunner, Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$250.00 for Articles and Affidavit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SCHEDULE OF PROPERTY OTHER THAN CASH CONTRIBUTED TO
BRUNNER FAMILY ENTERPRISES, L.L.C.**

100% of the common stock of Val-Pak Direct Mail Promotions of Maryland, Inc., valued at \$1,400,000.00.

The rights of R. Gordon Brunner pursuant to the Val-Pak Direct Marketing Systems, Inc., Franchise Agreement dated August 11, 1995 for a territory located in Maryland, Delaware, Pennsylvania, West Virginia and Washington, D.C., valued at \$1,000,000.00.

Antique Buick Automobile valued at \$50,000.00.

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TALLAHASSEE, FLORIDA

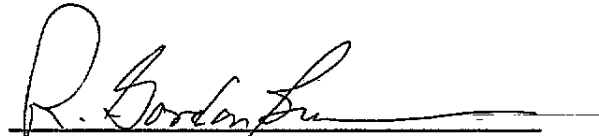
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: BRUNNER FAMILY ENTERPRISES, LLC.**
- 2. The name and the Florida street address of the registered agent are:**

**R. Gordon Brunner
11596 Quail Valley Way
Naples, Florida 33194**

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.


R. Gordon Brunner

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98 SEP 25 PM 4: 30
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TALLAHASSEE, FLORIDA

Filing Fee: \$35 for Designation of Registered Agent