

# M97000000235

CORPORATION SYSTEM

404 Gateway Walk  
East Building  
Tallahassee, FL 32304-1  
Tel: 904/438-4335  
Fax: 904/438-4334

April 9, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

700002142817--5  
-04/14/97--01181--001  
\*\*\*\*140.00 \*\*\*\*140.00

Re: Cargill Lease Receivables LLC  
Order #: 792666

700002163597--7  
-05/02/97--01082--014  
\*\*\*1203.75 \*\*\*1203.75

Gentlemen:

As requested by counsel, we enclose for filing Application for Registration on behalf of this corporation, together with funds in payment of the required fees. This document should be filed in a routine manner.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-626-1773.

Very truly yours,

Mike O'Donnell  
Associate Customer Specialist

MWO

Enclosure(s)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304-1

M97-235

Name	WRH-30
Availability	
Document Examiner	JE
Updater	JE
Updater Verifier	JE
Acknowledged	JE
W. P. Verifier	JE



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 17, 1997

CT CORPORATION SYSTEM  
454 NORWEST MIDLAND, BANK BUILDING  
MINNEAPOLIS, MN 55401

SUBJECT: CARGILL LEASE RECEIVABLES L.L.C.  
Ref. Number: W97000008953

97 APR 30 PM 13:11  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

We have received your document for CARGILL LEASE RECEIVABLES L.L.C. and your check(s) totaling \$140.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1203.75.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 197A00019527

CT CORPORATION SYSTEM

April 22, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Cargill Lease Receivables LLC  
Order #: 792666

Gentlemen:

As requested by counsel, we enclose for filing Application for Registration on behalf of this corporation, together with funds in payment of the required fees. Included as requested, enclosed is the additional \$1203.75. This document should be filed in a routine manner.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-626-1773.

Very truly yours,

Mike O'Donnell  
Associate Customer Specialist

MWO

Enclosure(s)

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
57 APR 30 1997

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT  
BUSINESS IN THE STATE OF FLORIDA:

1. Cardill Lease Receivables L.L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their  
abbreviation "L.C." if not so contained in the name at present.)
2. Delaware 3. 36-4118561  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. December 12, 1996 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist  
or "perpetual")
6. December 20, 1996  
(Date first transacted business in Florida.)
7. 6000 Clearwater Drive  
Minnetonka, MN 55343  
(Street address of principal office)
8. C T CORPORATION SYSTEM  
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,  
Plantation, Florida 33324  
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who  
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

See 1 in Addendum

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 29 11:10:11

## Addendum

1. Name and title: Cargill Lease Receivables Corporation MGRM  
Address: 6000 Clearwater Drive, Minnetonka, MN 55343

Cargill Leasing Corp. MGR  
6000 Clearwater Drive, Minnetonka, MN 55343

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
57 APR 30 AM 10:11

\_\_\_\_\_  
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\_\_\_\_\_  
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3/21/97  
(Date)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Ruth M. Kuyper  
(Signature of a Member or Authorized Representative of a member)

#### REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

C T Corporation System

By: Susan J. Wanner  
(Signature)

4/9/97  
(Date)

Susan J. Wanner  
(Type Name of Officer)

Asst. V.P.  
(Title of Officer)

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
97 APR 30 AM 10 11

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of \_\_\_\_\_

Cargill Lease Receivables L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,679,301.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 194,801,425.00 . A description of the property is attached and made a part hereto.  
6,000 assets
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 196,480,726.00 This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a 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.)

Kevin M. Krueger  
Authorized Agent

97 MAR 30 AM 10:11  
CLERK OF COURT  
DIVISION OF CORPORATIONS

Filing Fee: \$ 52.50 for Affidavit

(FL. - LLC 3348 - 1/23/97)

	amount equal to the booked residual of such Leased Vehicle as of the scheduled termination of such Lease.
	The Estimated Discounted Present Value of the Series Pool allocable to Leases of Leased Vehicles with TRAC Payments is \$96,587,739, representing 57.26% of the Estimated Discounted Present Value of the Series Pool.
The Series Pool .....	The Series Pool as of any date will consist of the Leases as of the Closing Date, plus any Substitute Leases and less any Deleted Leases as of such date.
	CLC will represent and warrant to the Transferor, and the Transferor will restate and make representations and warranties, among other things, that the Lessee under a Lease i) has made, or will make prior to the Cut-Off Date, or the Payment Date immediately following the applicable Transfer Date in the case of a Substitute Lease, at least one payment of a Lease Payment under such Lease in addition to any payment made at the time of signing of such Lease, ii) was not more than 45 days delinquent under such Lease as of the Cut-Off Date, or the applicable Transfer Date in the case of a Substitute Lease, and iii) has never since the origination of such Lease been delinquent for more than 90 days in making payments due under such Lease.
Equipment .....	The Equipment is comprised primarily of industrial and business equipment such as mining equipment, construction equipment, food processing equipment and titled vehicles, including over-the-road tractors, seated motor coaches and buses. The Series Pool includes approximately 17 equipment categories (as categorized by the Servicer) with no single equipment category accounting for more than 28.23% of the Estimated Discounted Present Value of the Series Pool.
Lessees .....	Businesses, institutions and professionals, for use in commercial operations (each, a "Lessee"; and collectively, the "Lessees"). The Series Pool includes 1,235 separate Leases. Leases relating to Lessees in any one state (by billing address) do not account for more than 9.82% of the Estimated Discounted Present Value of the Series Pool. See "The Series Pool—Certain Information with Respect to the Leases, the Lessees, and the Equipment" below.
Certain Lease Terms .....	CLC will represent and warrant to the Transferor, and the Transferor will restate, represent and warrant to the Trustee, that a) the Leases are non-cancelable by the Lessees and b) all payments under the Leases are absolute, unconditional obligations of the Lessees without right of offset for any reason (except that certain Leases may require or permit the Lessee to pay an accelerated amount upon the loss or destruction of the related Equipment). Each Lessee entered into its Lease for specified Equipment designated in the Lease or, in the case of

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DIVISION OF CORPORATIONS  
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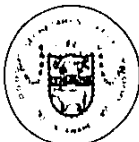
*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1 . . .

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARGILL LEASE RECEIVABLES L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF MARCH, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8389731

03-25-97