

M9700000640

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Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

100002306081--6
-09/29/97--01098--029
*****285.00 *****285.00

MM Tomoka Farms Energy LLC.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Photo Copies
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- Will Wait
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SEP 26 1997

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**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. MM Tomoka Farms Energy LLC
(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
(Jurisdiction under the law of which foreign limited liability company is organized)

3. applied for
(FEI number, if applicable)

4. March 11, 1997
(Date of Organization)

5. March 11, 2027
(Duration: Year limited liability company will cease to exist or "perpetual")

6. September 19, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 1221 Nicollet Mall, Suite 700, Minneapolis, MN 55403

(Street address of principal office)

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8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Peter D. Jones</u>	<u>MGR</u>	<u>Allen R. Jensen</u>	<u>MGR</u>
<u>1221 Nicollet Mall,</u>		<u>1221 Nicollet Mall,</u>	
<u>Suite 700, Minneapolis,</u>		<u>Suite 700, Minneapolis,</u>	
<u>MN 55403</u>		<u>MN 55403</u>	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

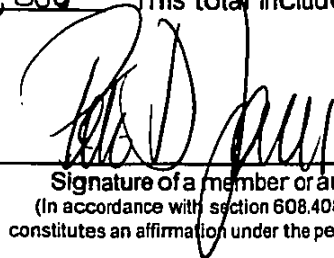
Filing Fee: \$ 52.50 for Application

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

The undersigned member or authorized representative of a member of _____

MM Tomoka Farms Energy LLC deposits 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 \$ 0 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 4,300,000 This total includes amounts from 2 and 3 above.



9-19-97

Peter D. Jones, Manager

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.)

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Filing Fee: \$52.50 for Affidavit

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: MM Tomoka Farms Energy LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)
c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)
Plantation, Florida 33324
(City/State/Zip)

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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.

C T CORPORATION SYSTEM

Susan J. Warner
(Signature)
Susan J. Warner, Asst Secy

9/24/97
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MM TOMOKA FARMS ENERGY LLC" 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-FOURTH DAY OF SEPTEMBER, A.D. 1997.

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

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97 SEP 26 PM 3:19



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8667717

09-24-97