

JERREL E. TOWERY, P.A.  
Attorney At Law  
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333 South Tamiami Trail  
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Jerrel E. Towery

L0000000009736

August 7, 2000

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(941) 485-3391  
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Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/10/00--01073--007  
\*\*\*\*155.00 \*\*\*\*155.00

RE: Articles of Incorporation of Perry Sherwood Gallery, LLC

Dear Sir or Madam:

Enclosed please find the above-referenced document,  
along with our check in the amount of \$155.00 for your fee.

Please return the recorded Articles with the  
Certificate of Incorporation to us.

Thank you for your assistance in this matter.

Yours truly,

*Jerrel E. Towery/rks*  
Jerrel E. Towery

JET/rks

Enclosures —

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FILED  
TALLAHASSEE, FL 32314  
SECRETARY OF STATE

ARTICLES OF ORGANIZATION  
OF  
PERRY SHERWOOD GALLERY, LLC

The undersigned subscriber to these Articles of Organization does hereby form a Limited Liability Company under Chapter 608, Florida Statutes.

ARTICLE I  
NAME OF LIMITED LIABILITY COMPANY

The name of this Limited Liability Company shall be PERRY SHERWOOD GALLERY, LLC.

ARTICLE II  
GENERAL NATURE

The general nature of the activities of this Limited Liability Company shall be the transaction of any or all lawful business for which Limited Liability Companies may be incorporated under this Chapter 608 of the Florida Statutes.

ARTICLE III  
TERM OF EXISTENCE

This Limited Liability Company shall exist perpetually unless dissolved according to law.

ARTICLE IV  
CORPORATE OFFICE

The street address of the office of the Limited Liability Company will be 24-A North Boulevard of the Presidents, Sarasota, FL 34236. The mailing address of the Limited Liability Company will be 24-A North Boulevard of the Presidents, Sarasota, FL 34236.

ARTICLE V  
ADMISSION OF NEW MEMBERS

New members of the Limited Liability Company may be added upon the unanimous written consent of all members of the Limited Liability Company.

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## ARTICLE VI

### CONTINUATION OF BUSINESS

Upon 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 limited liability company, the remaining members of the company may choose to continue the business of the Limited Liability Company by a majority vote of the remaining members.

## ARTICLE VII

### MANAGEMENT OF LIMITED LIABILITY COMPANY

The Limited Liability Company shall be managed by a Manager or Managers selected by the members. Management of the Limited Liability Company shall be limited to the members of the Company. The names and addresses of the first managers of the company, who shall act as managers until the first annual meeting of the members, or until their successors are duly elected and qualified, are:

JOHN E. PERRY 200 Howard Street, Petoskey, MI 49770

ZALMON O. SHERWOOD 24-A N. Avenue of the Presidents,  
Sarasota, FL 34236

## ARTICLE VIII

### INITIAL MEMBERS

The initial members of the Limited Liability Company and their addresses, shall be as follows:

JOHN E. PERRY 200 Howard Street, Petoskey, MI 49770

ZALMON O. SHERWOOD 24-A N. Avenue of the Presidents,  
Sarasota, FL 34236

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TALLAHASSEE, FLORIDA

ARTICLE IX

VOTING RIGHTS

Voting rights of the members shall be based on each member's capital contribution.

ARTICLE IX

SUBSCRIBER TO ARTICLES

The following is the name and address of the subscriber to these Articles of Organization of Limited Liability Company:

NAME

ADDRESS

JOHN E. PERRY 200 Howard Street, Petoskey, MI 49770

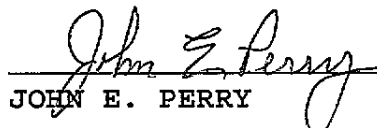
ZALMON O. SHERWOOD 24-A N. Avenue of the Presidents,  
Sarasota, FL 34236

ARTICLE X

AMENDMENT

These Articles of Organization of Limited Liability Company may be amended in the manner provided by law. Every amendment shall be approved by the Members.

IN WITNESS WHEREOF, I have hereunder set my hand and seal this 31st day of July, 2000.

  
JOHN E. PERRY

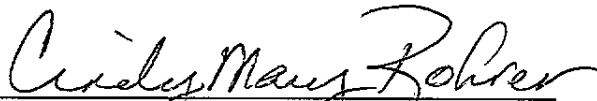
  
ZALMON O. SHERWOOD

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF MICHIGAN

COUNTY OF Emmet

The foregoing instrument was sworn and acknowledged before me this 31st day of July, 2000, by JOHN E. PERRY and ZALMON O. SHERWOOD, all of the members of the Limited Liability Company, PERRY SHERWOOD GALLERY, LLC. They are personally known to me, or have produced drivers license as identification and did take an oath.



Signature of Acknowledger

Cindy Mary Rohrer

Printed Name of Acknowledger

Notary Public

Date Commission Expires:

Title or Rank

CINDY MARY ROHRER  
Notary Public, Emmet County, MI  
My Commission Expires May 04, 2001

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 608.415, Florida Statutes, the following is submitted in compliance with said Act:

PERRY SHERWOOD GALLERY, LLC, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization of Limited Liability Company at the County of Sarasota, State of Florida, has named JERREL E. TOWERY, 333 South Tamiami Trail, Suite 291, Venice, FL 34285 County of Sarasota, State of Florida, as its resident agent to accept service of process within this State.

John E. Perry  
JOHN E. PERRY

Zalmon O. Sherwood  
ZALMON O. SHERWOOD

STATE OF MICHIGAN

COUNTY OF Emmet

The foregoing instrument was acknowledged before me this 31st day of July, 2000, by JOHN E. PERRY and ZALMON O. SHERWOOD, Managers and members of PERRY SHERWOOD GALLERY, LLC, a Florida Limited Liability Company, on behalf of the Limited Liability Company. They are personally known to me, or have produced drivers license as identification and did take an oath.

Cindy Mary Rohrer  
Signature of Acknowledger

Cindy Mary Rohrer

Printed Name of Acknowledger

Notary Public

Title or Rank

Date Commission Expires:

CINDY MARY ROHRER  
Notary Public, Emmet County, MI  
My Commission Expires May 04, 2001

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CLERK OF DISTRICT COURT  
EMMET COUNTY, FLORIDA

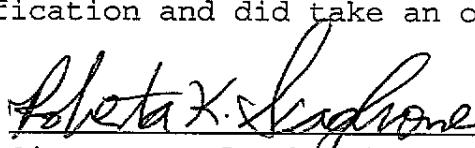
ACCEPTANCE:

Having been named to accept service of process for the above-stated Limited Liability Company, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
JERREL E. TOWERY

STATE OF FLORIDA  
COUNTY OF SARASOTA

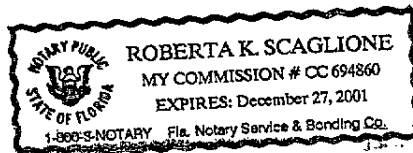
The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of August, 2000, by JERREL E. TOWERY. He is personally known to me, or has produced N/A as identification and did take an oath.

  
Signature of Acknowledger

ROBERTA K. SCAGLIONE  
Printed Name of Acknowledger

Notary Public  
Title or Rank

Date Commission Expires:



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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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