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LD1000012308
July 25, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

7/24

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Re: Eden Valley Properties, LLC

To Whom It May Concern:

Enclosed and submitted for filing please find original and copy of the Articles of Organization of *Eden Valley Properties, LLC*. A check for your \$125 filing fee is also enclosed.

Please return a file-stamped copy to the undersigned in the envelope provided. If you have any questions, please call me at 612-305-1504 or e-mail me at jal@mcmllaw.com.

Very truly yours,

MACKALL, CROUNSE & MOORE, PLC

By

Julie A. Lewerenz
Paralegal

Enclosure

cc: Ross M. Amundson
William J. O'Brien

JAL/jal/601238.1

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01 JUL 24 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
EDEN VALLEY PROPERTIES, LLC**

The undersigned, of full age, for the purpose of forming a limited liability company under and pursuant to the provisions of Chapter 608, Florida Statutes and all amendments thereto, hereby adopts the following Articles of Organization:

**ARTICLE I.
NAME**

The name of the limited liability company ("Company") shall be **Eden Valley Properties, LLC.**

**ARTICLE II.
MAILING ADDRESS**

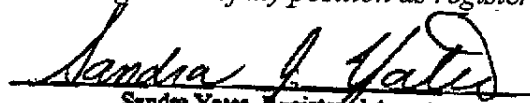
The mailing address and street address of the principal office of the Limited Liability Company is: 217 West James Street, P.O. Box 241, Paynesville, Minnesota 56362.

**ARTICLE III.
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED
AGENT'S SIGNATURE**

The name and Florida street address of the registered agent are:

Sandra Yates
c/o Premier Vacation Homes, Inc.
3160 Vineland Road
Suite One, Southbridge Plaza III
Kissimmee, Florida 34746-4657

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 as provided for in Chapter 608, F.S.


Sandra Yates, Registered Agent

01 JUL 24 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV. MEMBERSHIP INTERESTS

Section 4.1 Classes of Membership Interests.

The total authorized membership interests of the Company shall consist of the following classes:

- Class I: Voting participating membership interests known as "Voting Membership Interests," which may be divided into not more than 100,000 Voting Membership units.

- Class II: Nonvoting participating membership interests known as "Nonvoting Membership Interests," which may be divided into not more than 100,000 Nonvoting Membership units.

Section 4.2 Voting Rights.

All voting rights shall be vested in the Voting Membership Interests, and all actions by the Members of the Company shall be made by the holders of said Voting Membership Interests. The holders of all Voting Membership Interests shall have voting rights in direct proportion to his or her Voting Membership Interests as reflected on the required records of the Company.

Section 4.3 Financial Rights.

All profits and losses, and all distributions (including distributions upon liquidation and termination distributions), of the Company as provided under Florida Statutes shall be allocated and paid only to the holders of Voting and Nonvoting Membership Interests in direct proportion to his or her percentage of membership interests as reflected in the required records of the Company, or as otherwise allocated in accordance with any member control agreement between the Company and its Members.

Section 4.4 Restatement of Value of Contributions.

Except as otherwise provided in any member control agreement, the restatement of value of previous contributions of all Members shall be determined in accordance with Florida Statutes.

Section 4.5 Distributions in Kind.

No Member of any class or series of membership interests shall have any right to receive distributions in kind; provided that any Member may be required to receive distributions in kind of an amount similar to the percentage interest of such Member in distributions of the Company.

ARTICLE V. PURPOSES AND POWERS

The Company shall have general business purposes and shall possess all powers necessary to conduct any business in which it is authorized to engage, including but not limited to all those

powers expressly conferred upon limited liability companies by Chapter 608 of Florida Statutes, as it may from time to time be amended, together with those powers implied therefrom.

ARTICLE VI. DURATION

The duration of the Company shall be perpetual.

ARTICLE VII. PREEMPTIVE RIGHTS; CUMULATIVE VOTING.

The Members of the Company shall not have preemptive rights. The Members of the Company shall not have the right of cumulative voting for managers.

ARTICLE VIII. ORGANIZER

The name and post office address of the organizer is as follows:

William J. O'Brien	1400 AT&T Tower 901 Marquette Avenue Minneapolis, MN 55402
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ARTICLE IX. BOARD OF MANAGERS

The name and post office address of the first managers of the Company are as follows:

Ross M. Amundson	17353 TTT Road Eden Valley, MN 55329
Barry Albright	14097 TTT Road Paynesville, MN 56362
Steve Swenson	53880 CSAH 3 Grove City, MN 56243
Randy Hanson	24231 Deerbrook Road Eden Valley, MN 55329
Donald Opheim	17636 Raymond Avenue Richmond, MN 55368

ARTICLE X. LIMITATION OF LIABILITY

A manager or a managing member shall not be personally liable for monetary damages to the limited liability company or any other person for any statement, vote, decision, or failure to act regarding management or policy decisions by a manager or a managing member, unless: (a) The manager or managing member breached or failed to perform the duties as a manager or managing member; and (b) The manager's or managing member's breach of, or failure to perform, those duties constitutes any of the following: 1. A violation of the criminal law, unless the manager or managing member had a reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe such conduct was unlawful. A judgment or other final adjudication against a manager or managing member in any criminal proceeding for a violation of the criminal law estops that manager or managing member from contesting the fact that such breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the manager or managing member from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that such conduct was unlawful. 2. A transaction from which the manager or managing member derived an improper personal benefit, either directly or indirectly. 3. A distribution in violation of s. 608.426. 4. In a proceeding by or in the right of the limited liability company to procure a judgment in its favor or by or in the right of a member, conscious disregard of the best interest of the limited liability company, or willful misconduct. 5. In a proceeding by or in the right of someone other than the limited liability company or a member, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property all as set forth further in Florida Statutes, Chapter 608.4228.

If the Florida Limited Liability Company Act is amended after this Article becomes effective to authorize action further eliminating or limiting the personal liability of managers, then the liability of a manager of the Company shall be eliminated or limited to the fullest extent permitted by the Florida Limited Liability Company Act, as so amended. Any repeal or modification of this Article X by the Members of the Company shall not adversely affect any right or protection of a manager of the Company existing at the time of such repeal or modification.

ARTICLE XI. POWERS OF BOARD OF MANAGERS AND MEMBERS

Section 11.1 Actions by Board of Managers and Members.

Except as specifically set forth herein, the Board of Managers shall take action by the affirmative vote of a majority of all the managers. The managers may vote in person or by proxy at any duly held meeting. Any action required or permitted to be taken at a meeting of the Company's Board of Managers may be taken by written action signed by all of the managers. Except as specifically set forth herein or in any member control agreement, Members shall take action by the affirmative vote of a majority of the voting power of all membership interests entitled to vote present (in person or by proxy) at any meeting of the Members at which a quorum is present.

Any action required or permitted to be taken at a meeting of the Members may be taken by written action signed by all of the Members with membership interests entitled to vote.

Section 11.2 Merger, Recapitalization, Dissolution, Consolidation and Sale of Assets.

If and when authorized by the affirmative vote of a majority of the voting power of the Company membership interests entitled to vote, including any class required by law, the Company may recapitalize, merge, dissolve, or consolidate into or with any other foreign or domestic limited liability Company or corporation, or sell, lease, transfer, exchange or otherwise dispose of all or substantially all of its property and assets, upon such terms and conditions and for such consideration as a majority of all the members of the Board of managers shall deem advisable.

Section 11.3 Issuance of Membership Interests.

Except as otherwise specifically set forth in these Articles or any member control agreement unanimously approved by the Company and all the outstanding membership interests, any issuance of any membership interest of the Company or any options, warrants, membership rights, convertible debentures or similar securities shall require the affirmative vote of a majority of the Board of Managers of the Company, and such action shall be necessary to accept contributions, make contribution agreements or make contribution allowance agreements in accordance with Florida Statutes.

Section 11.4 Adoption, Amendments or Repeal of Operating Agreement.

The power to adopt, amend or repeal the Operating Agreement of the Company is reserved to the Board of Managers by a majority, except that the Board may not make or alter any provisions of the Operating Agreement fixing the number, qualifications, classifications or terms of office of the managers. Such authority in the Board of Managers is subject to the powers of the voting Members to enact, change or repeal such Operating Agreement by the required vote to take action at any annual meeting or any special meeting called for that purpose.

Section 11.5 Amendment of Articles of Organization.

The Members shall take action to amend these Articles of Organization by the affirmative vote of a majority of the voting power of the Company's membership interests entitled to vote.

Section 11.6 Force of Member Control Agreement.

The terms of these Articles of Organization are subject to the terms of any member control agreement in force from time to time. In the event of a conflict between the terms of these Articles of Organization and any such member control agreement, the provisions of such member control agreement shall control.

ARTICLE XII.
SPECIAL LIMITED LIABILITY COMPANY PROVISIONS

Section 12.1 Transfer of Governance Rights.

Subject to any member control agreement, any Member may transfer his or her membership interests in the Company, or any right to vote or receive financial benefits under such membership interests, freely to any Member or non-member.

Section 12.2 Events Causing Dissolution.

The occurrence of one or more events listed in Section 608.441 of the Florida Statutes shall not dissolve the Company.

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of July, 2001. In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Ross M. Amundson, Member