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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

TURTLE RUN LLC

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ARTICLES OF ORGANIZATION
OF

TURTLE RUN LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the Limited Liability Company shall be TURTLE RUN LLC ("Company"). The principal office of the Company shall be 700 East Woodland Road, Lake Forest, IL 60045..

ARTICLE II
MAILING ADDRESS

The mailing address of the Company shall be: 700 East Woodland Road, Lake Forest, IL 60045.

ARTICLE III
DURATION

The Company shall commence its existence upon the filing of these Articles of Organization, and its existence shall be perpetual unless the Company is dissolved as provided in these Articles of Organization.

ARTICLE IV
PURPOSES AND POWERS

The general purpose for which the Company is organized is to: (a) own, operate, maintain, sell, lease, develop, improve or otherwise manage real property; and (b) conduct other activities incident to the ownership of real property, including, but not limited to, leasing and management thereof. The Company shall also be authorized to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

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ARTICLE V
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: JAY A. BRETT, 2121 West First Street, Fort Myers, Florida 33901.

ARTICLE VI
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII
TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VIII
MANAGEMENT

The Company shall be managed by its members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the Company are:

NAMEADDRESS

DAVID W. MacKENZIE

700 East Woodland Road
Lake Forest, IL 60045

CAROLYN D. STIMMEL

c/o 700 East Woodland Road
Lake Forest, IL 60045

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IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 14 day of September, 2001.


Jay A. Brett, Authorized Representative of
the Company

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STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 14th day of September, 2001 by JAY A. BRETT, who (✓) is personally known to me or () has produced _____ as identification.

(SEAL)
Comm. Expires
Comm. No.




Notary Public
MAUREEN PHILLIPS
Printed Notary Signature

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for TURTLE RUN LLC, at the place designated herein, 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. I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.


Jay A. Brett

Date: Sept. 14, 2001

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