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December 27, 2001

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-12/31/01--01078--013  
\*\*\*\*125.00 \*\*\*\*125.00

RE: BOARDWALK CAPER 139 LLC

Gentlemen:

LOZ-198

I am herewith enclosing an original and a copy of Articles of Organization for the above-named Limited Liability Company. In addition, a check in the amount of \$125.00 is enclosed which represents the following fees:

Filing Fee	\$ 100.00
Registered Agent Fee	25.00
Total	\$ 125.00

Please file the original of the enclosed Articles of Organization and return the copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

Thomas E. Moorey *bd*

Thomas E. Moorey

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Enclosures

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**ARTICLES OF ORGANIZATION**  
**OF**  
**BOARDWALK CAPER 139 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**

The name of the limited liability company shall be **BOARDWALK CAPER 139 LLC.**

**ARTICLE II**

**ADDRESS**

The mailing address and street address of the principal office of the company  
18046 San Carlos Boulevard, #139, Fort Myers, Florida 33931-2336.

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**ARTICLE III**

**DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the Operating Agreement.

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is **THOMAS W. SWANSON**, 18046 San Carlos Boulevard, #139, Fort Myers, Florida 33931-2336.

ARTICLE V

MANAGEMENT

The company shall be managed by one or more managers and is, therefore, a manager-managed company. The initial managing members shall be:

THOMAS W. SWANSON  
17 Evergreen Lane  
St. Paul, Minnesota 55127

MICHAEL P. KRAUSE  
103 Cimarron Circle  
Apple Valley, Minnesota 55124

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ARTICLE VI

MEMBERS

The names and addresses of the members of the company are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS W. SWANSON and PHYLLIS J. SWANSON Husband and wife	17 Evergreen Lane St. Paul, MN 55127
J. GREGORY SCHERMAN and PRISCILLA A. SCHERMAN, Husband and wife	1391 Baypoint Drive Forest Lake, MN 55025
JAMES A. FISCHER and MARY LEE FISCHER Husband and wife	2406 Highwood Avenue St. Paul, MN 55119
MICHAEL P. KRAUSE and LAURETTA L. KRAUSE Husband and wife	103 Cimarron Circle Apple Valley, MN 55124

IN WITNESS WHEREOF, the undersigned managing member has made and subscribed these Articles of Organization at ST. PAUL,  
RAMSEY County, MINNESOTA, on this 19<sup>th</sup>  
day of DEC., 2001.

  
THOMAS W. SWANSON

IN WITNESS WHEREOF, the undersigned managing member has made and subscribed these Articles of Organization at Apple Valley,  
DAKOTA County, MINNESOTA, on this 19<sup>th</sup>  
day of Dec, 2001.

  
MICHAEL P. KRAUSE

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.

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**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 to designate a registered office and registered agent in the State of Florida.


1. The name of the Limited Liability Company is: **BOARDWALK CAPER 139 LLC.**

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

**THOMAS W. SWANSON**  
18046 San Carlos Boulevard, #139  
Fort Myers, Florida 33931-2336

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.

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**THOMAS W. SWANSON**