

LO2000020011

POWELL & STEINBERG, P. A.

Attorneys at Law

Waterside Plaza
3515 Del Prado Blvd., Suite 101
Suite 300
Cape Coral Florida 33904
(941) 540-3333
Fax (941) 540-3336

Coral Office

E-Mail: WPowellcom@aol.com

Visit our Web Page, <http://members.aol.com/wpowellcom/home.html>

Renaissance Suites
8695 College Parkway,

Fort Myers, Florida 33919

(941) 540-3336

Please reply to our Cape

WILLIAM M. POWELL also Admitted in the District of Columbia
PHILIP STEINBERG

July, 16 2002

800006914388--3

-08/06/02--01039--011

****160.00 ****160.00

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

BK

RE: SKI-MORE ENTERPRISES, LLC

Enclosed is two originals of the Articles of Organization of the limited liability company named above. We have also enclosed a check for \$160.00 for the following:

Filing Fee	\$100.00
Registered Agent Fee	\$25.00
Certified Copy Fee	\$30.00
Certificate of Status	\$5.00

Please process this at your earliest convenience and return the certified copy to this office.

Thank you for your assistance.

Very truly yours,

Philip Steinberg

PS/ta

Enclosures: 2 Documents

1 Check

02 AUG -6 AM 9:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SKI-MORE ENTERPRISES, LLC**

FILED
02 AUG - 6 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I. LIMITED LIABILITY COMPANY NAME.

The name of this limited liability company is **SKI-MORE ENTERPRISES, LLC**

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this limited liability company is 856 East Cape Coral Parkway, Cape Coral, Florida, 33914.

ARTICLE III. REGISTERED AGENT

The street address of the Initial Registered Office of the limited liability company is 3131 SE 22nd Place, Cape Coral, Florida, 33904 . The name of the Initial Registered Agent at that address is Lon C. Elliott, II. 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.

Lon. Elliott, II

Lon C. Elliott, II
Registered Agent

DATED THIS 25th day of July, 2002.

ARTICLE IV. MANAGEMENT

The Limited Liability Company is to be managed by its members and is, therefore, a member
- managed company.

ARTICLE V. DURATION

The limited liability company shall have a perpetual existence, except that the same may be
dissolved as provided by law.

ARTICLE VI. PURPOSE

The limited liability company may engage in any activity or business permitted under the
laws of the United States or of the State of Florida, including, but not limited to, the ownership of
real property.

ARTICLE VII. MANAGING MEMBERS.

The name of the initial managing members of the limited liability company are as follows:

Wayne A. Fitch, Trustee of the Wayne A. Fitch
Trust Dated October 23, 2001

Lon C. Elliott, II, as Trustee of the Declaration Of Trust
Dated May 3, 2001, Member

Larry Vahue, as Trustee of the Donald L. Vahue Family Trust

Thomas Teufel

02 AUG -6 AM 9:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG -6
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
AUG 9 2006

ARTICLE VIII. POWERS AND AMENDMENT

The managers of the limited liability company shall possess and enjoy all powers allowed by the law except as restricted, limited or prohibited by these Articles of Organization, any Operating Agreement that may be executed by the members, or by other acts of the Limited liability company.

The Articles may only be amended, superseded or repealed upon the unanimous vote, or unanimous, written, affirmative consent, of all of the Members.

The Company shall adopt an operating agreement that conforms to these Articles by unanimous consent of the initial members ("Operating Agreement"). The Operating Agreement shall always be construed to conform to these Articles or, if any paragraph or section of the Operating Agreement cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Operating Agreement shall be stricken as if it had never been adopted into the Operating Agreement so that the Operating Agreement conforms to these Articles. The Operating Agreement shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

ARTICLE IX. MEMBERSHIP CLASSES AND RIGHTS

The membership interests in the Company shall be of one class, each membership interest maintaining voting rights proportional to the Member's membership interests. Equity, profits and losses shall be allocated and distributed in accordance with the Operating Agreement

No member shall be required to make additional capital contributions without the unanimous consent of all the Members.

The membership interests shall have no further rights or preferences other than those specifically mandated by the Florida Limited Liability Company Act or as otherwise specified in

these Articles or the Operating Agreement.

The membership interests shall have no other limitations other than those specifically mandated by the Florida Limited Liability Company Act or as specified in these Articles or the Operating Agreement.

ARTICLE X. DISTRIBUTIONS

In accordance with the distribution rules of the Operating Agreement, the Company shall distribute to the Members, prior to the fifteenth (15th) day of the third (3rd) month following the close of the Company's taxable year, or as soon thereafter as determined in accordance with the Internal Revenue Code of 1986, as amended, (IRC), ("Tax Distribution Date") the lesser of (i) the Net Cash Flow, as defined infra, if any; and (ii) the collective distributive share, as defined by and calculated in accordance with the IRC, of all the Members multiplied by the highest income tax rate set forth in IRC 1 ("Tax Distribution"). The Members may forgo or reduce the Tax Distribution for any particular Tax Distribution Date upon the unanimous vote, or unanimous, written, affirmative consent, of all of the Members within thirty (30) days of the particular Tax Distribution Date for which the Members consider foregoing or reducing a Tax Distribution: but, the Tax Distribution requirements of this Article shall never be waived, estopped or otherwise prevented by any preceding election by the Members to forego or reduce a Tax distribution. "Net Cash Flow" means the lesser of (i) the net change of the Company's cash balances during the prior taxable year calculated in accordance with generally accepted accounting principles; and (ii) the Company's cash balances at the end of the year, less reasonable reserves for working capital and projected cash requirements, including projected expenses and contingent liabilities, but not including capital investments and reinvestments that are not necessary to the Company as a going concern, all calculated in accordance

FILED
02 AUG -6 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


with generally accepted accounting principles as limited by the IRC.

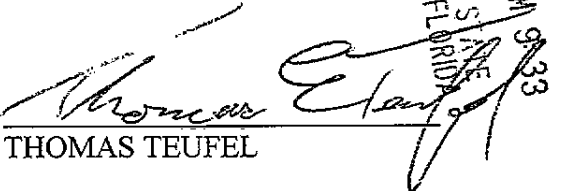
ARTICLE XI. ADDITIONAL MEMBERS


Additional Members may be admitted to the Company upon the unanimous vote of all of the Members of the Company.


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.

FILED
02 AUG-6 AM 9:33
SECRETARY
STATE
FLORIDA
TALLAHASSEE


LON C. ELLIOTT, II, as Trustee of the Declaration Of Trust Dated May 3, 2001, Member


THOMAS TEUFEL


LARRY VAHUE, as Trustee of the DONALD L. VAHUE Family Trust


Wayne A. Fitch, Trustee of the Wayne Fitch Trust Dated October 23, 2001

ACKNOWLEDGMENT OF NOTARY PUBLIC

I HEREBY CERTIFY, that before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared Lon C. Elliott, as Trustee of the Declaration Of Trust Dated May 3, 2001, and personally appeared Larry Vahue, as Trustee For Donald L. Vahue Family Trust, and Thomas Tuefel, and Wayne A. Fitch, Trustee of the Wayne Fitch Wayne Trust Dated October 23, 2001, who is well known to me to be the person who made and subscribed to the foregoing Articles of Organization, for the purpose expressed therein, and if executed in a capacity other than that of an individual, for the limited liability company or other entity in the capacity stated herein, and I certify and acknowledge that said articles were executed

for the use and purpose therein expressed.

WITNESSED my hand and seal on this 25th day of July, 2002.



Noelle Butterweck
NOTARY PUBLIC, STATE OF FLORIDA

Personally Known or
Type of Identification Produced _____

THIS INSTRUMENT WAS PREPARED BY:
PHILIP STEINBERG, ATTORNEY
POWELL & STEINBERG, P.A.
3515 Del Prado Blvd., Suite 101
Cape Coral, Florida 33904
(941) 540-3333 Fla. Bar No. 302198

FILED
02 AUG -6 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA