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SECRETARY OF STATE DIVISION OF CORPORATIONS

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

JULY 22003

Re: Application for Registration of LLC

Gentlemen,

Enclosed please find the Articles of Organization for our Limited Liability Company, Shady Acres Club, LLC and our check in the amount of \$125.00 to cover the LLC fee and the Registered Agent fee.

We have executed our Operating Agreement as of this date and are filing the required Articles of Organization at this time.

Thank you for your help.

Sincerely,

Keith Kilgallen, Co-Managing Member, Shady Acres Club, LLC

DIVISION OF CORPORATIONS



Secretary of State

July 23, 2003

KEITH KILGALLEN 640 EAST OCEAN BLVD. STUART, FL 34990

SUBJECT: SHADY ACRE CLUB, LLC

Ref. Number: W03000020837

We have received your document for SHADY ACRE CLUB, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

The document must contain the usual business addresses of its managing members or managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6890.

Jason Merrick Document Specialist

Letter Number: 603A00042763

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

Attn: Mr. Jason Merrick

Dear Mr. Merrick,

Enclose please find our corrected Articles of Organization for the Shady Acre Club, LLC. We apologize for any inconvenience.

Sincerely, Keith Kilgallen, Co- Managing Member, Shady Acre Club, LLC

ARTICLES OF ORGANIZATION

Articles of Organization of Shady Acre Club, LLC

Under Florida Statute Chapter 608.40 et seq Limited Liability Company Law.

First: The name of the limited liability company is Shady Acre Club, LLC.

Second: The county within this state in which the offices of the limited liability

company is to be located is Martin County, Florida

Third: The latest date on which the limited liability company is to dissolve is

the First day of July in the Year Two Thousand and Sixty Three

Fourth: The name and address of the initial Registered Agent of the limited

liability company upon whom and at which process against the limited liability company can be served is Keith Kilgallen, 640 East Ocean Blvd, Stuart, FL 34996 who hereby accepts this appointment and is familiar with

and accepts the obligations of the position as registered agent.

Fifth: The street address of the principal office of the Shady Acre Club, LLC is

640 East Ocean Blvd., Stuart, FL 34996 and the mailing address of the Shady Acre Club, LLC is 640 East Ocean Blvd., Stuart, FL 34996

Sixth: The Limited Liability Company has at lease two Members and is to be

managed by Member Co-Managers Keith Kilgallen and Werner Bols who hereby accept the obligations of this position. The business address of the

co-managers is 640 East Ocean Blvd, Stuart, FL 34996.

Seventh: The purpose of Shady Acre Club, LLC is to operate aircraft shade

hangars for the use of its Members on land sub-leased from Galaxy

Aviation on Witham Field, Stuart, FL.

Eighth: Additional members shall be admitted upon the two thirds vote of the

Membership Committee. The Initial Members and Additional Members

are referred to collectively as the "Members".

Nineth: Operation of the Company shall be governed by the Regulations in the

Operating Agreement and Ground Rules as amended from time to time by

the Members.

IN WITNESS WHEREOF, this certificate has been subscribed this day of low, 2003 by the undersigned who affirms that the statements made herein are true under penalties of

Keith Kilgallen, Co-Manager

Werner Bols, Co-Manager

Signature

perjury.

03 AUG 20 PM 2: 11

SAC Articles.doc