



**Law office of Robert J. Rao**

**Attorneys-at-Law**

20 S. Rose Avenue, Suite 1

PO Box 421845

Kissimmee, Florida 34741-1845

**FILED**

2004 MAR 16 A 10: 4

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Robert J. Rao  
Thomas S. Rice

Telephone: (407) 846-0936  
Facsimile (407) 846-6512

March 10, 2004

State of Florida  
Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Filing of Articles of Organization for "Billy Boys' Holdings, LLC"

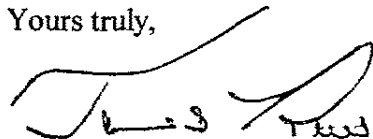
Dear Sir:

Please find enclosed one original and two exact copies of the Articles of Organization for "Billy Boys' Holdings, LLC" and the Consent to Appointment as Registered Agent, our firm trust account check payable to Florida Department of State \$125.00, and a self-addressed and stamped envelope for the return of one exact copy of the Articles date and time stamped by Corporate Filings.

Although Chapter 608 states in pertinent part that facsimile signatures are acceptable, the organizers went to the trouble of having all six organizers sign the final page of the Articles of Organization. Therefore, you have five signature pages consisting of the final page of the Articles.

If the Articles are acceptable please file them and return a file stamped and dated copy in the self-addressed and stamped envelope. Thank you.

Yours truly,



Thomas S. Rice

Tsr/encs.

ARTICLES OF ORGANIZATION OF FOR

BILLY BOYS' HOLDINGS, LLC

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The undersigned person acting as an Organizer, **SECRETARY OF STATE**  
limited liability company having more than two members, **TALLAHASSEE, FLORIDA**  
pursuant to the Florida Limited Liability Company Act,  
hereby adopts the following articles of organization.

1. **Name.** The name of this limited liability company is "Billy Boys' Holdings, LLC".

2. **Duration.** The period of duration of this limited liability company is perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the Members or upon a statutory event of dissolution.

3. **Purpose.** The purpose for which this company is organized is to develop and manage real estate properties. However, it is the intention of the Organizers that this Company be organized to engage in business for all lawful purposes permitted by law in the State of Florida, except banking or insurance.

4. **Principal Place of Business.** The mailing address and the street address of the Company's principal place of business is:

S4065 Old 33  
Baraboo, Wisconsin 53913

5. **Registered Agent & Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these articles, is:

Thomas S. Rice, Florida Bar No. 0470465  
2913 Condel Drive  
Orlando, Florida 32812

The address of its registered office is:

2913 Condel Drive  
Orlando, Florida 32812

6. **Capitalization.** The capital contributions of the members have an agreed value of \$3,000.00, with each member contributing \$500.00.

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7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and never can an additional capital contribution be required at the request of non-member third parties. No additional capital contributions shall be required beyond those committed in Article 6.

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TALLAHASSEE, FLORIDA

8. **Admission of Additional Member.** Additional members are not permitted.

9. **Continuity.** The members of this company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event that terminates the continued membership of a member in this company. Continuation may occur only pursuant to the terms of the operating agreement or under the terms of the Florida Limited Liability Company Act.

10. **Return of Capital and Distribution of Profits.** The members' right to a return of capital shall be determined from the company's books as of the effective date of an interim distribution, sale of the property and/or termination of the company, provided generally accepted accounting practices permit a return without jeopardizing the company's financial solvency. Member agree to share income and surplus according to the percentage of their ownership in the company.

11. **Withdrawal of a Member.** Members agree not to withdraw until the completion of the real estate development or pursuant to the terms of the operating agreement. Members waive any rights to withdraw from this company that may be provided by the provisions of the Florida Limited Liability Company Act.

12. **Management.** The business of the company shall be conducted under the exclusive management of its members, who shall vote according to their proportionate capital interest in this company and shall have exclusive authority to act for this company in all matters.

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13. **Agency Powers of Members.** Every member of this company has the express and specific agency power to bind the entity only when the member is acting pursuant to written resolutions or memorandum of this entity.

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TALLAHASSEE, FLORIDA

14. **Indemnification.** This company shall indemnify any member, manager or organizer, or any former member, manager or organizer made a party to a proceeding because that person/entity is or was a member, manager or organizer of the company against any liability incurred in the proceeding if that person/entity:

[a] Conducted himself/herself/itself in good faith;

[b] Reasonably believed that his/her/its conduct was in or at least not opposed to the company's best interest; and,

[c] In the case of any criminal proceeding, he/she/it had no reasonable cause to believe his/her/its conduct was unlawful.

This company shall pay for or reimburse the reasonable expenses of the individual pursuant to the Florida Limited Liability Company Act.

Executed by each Organizer on the Date indicated.

William G. Wells Date: March - 1, 2004  
William G. Wells

Robert B. Wells Date: March 1, 2004  
Robert B. Wells

\_\_\_\_\_ Date: \_\_\_\_\_, 2004  
James J. Wells

\_\_\_\_\_ Date: \_\_\_\_\_, 2004  
John H. Wells

\_\_\_\_\_ Date: \_\_\_\_\_, 2004  
Leonard C. Wells

Louie J. Wells Date: March 1, 2004  
Louie J. Wells

13. **Agency Powers of Members.** Every member of this company has the express and specific agency power to bind the entity only when the member is acting pursuant to written resolutions or memorandum of this entity.

**FILED**

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14. **Indemnification.** This company shall indemnify member, manager or organizer, or any former member, manager or organizer made a party to a proceeding because that person/entity is or was a member, manager or organizer of the company against any liability incurred in the proceeding if that person/entity:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[a] Conducted himself/herself/itself in good faith;

[b] Reasonably believed that his/her/its conduct was in or at least not opposed to the company's best interest; and,

[c] In the case of any criminal proceeding, he/she/it had no reasonable cause to believe his/her/its conduct was unlawful.

This company shall pay for or reimburse the reasonable expenses of the individual pursuant to the Florida Limited Liability Company Act.

Executed by each Organizer on the Date indicated.

William G. Wells  
William G. Wells

Date: March - 1, 2004

Robert B. Wells  
Robert B. Wells

Date: March 1, 2004

\_\_\_\_\_  
James J. Wells

Date: \_\_\_\_\_, 2004

John H. Wells  
John H. Wells

Date: MARCH 9, 2004

\_\_\_\_\_  
Leonard C. Wells

Date: \_\_\_\_\_, 2004

Louie J. Wells  
Louie J. Wells

Date: March 1, 2004

13. **Agency Powers of Members.** Every member of the company has the express and specific agency power to bind the entity only when the member is acting pursuant to written resolutions or memorandum of this entity.

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14. **Indemnification.** This company shall indemnify any member, manager or organizer, or any former member, manager or organizer made a party to a proceeding because that person/entity is or was a member, manager or organizer of the company against any liability incurred in the proceeding if that person/entity:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[a] Conducted himself/herself/itself in good faith;

[b] Reasonably believed that his/her/its conduct was in or at least not opposed to the company's best interest; and,

[c] In the case of any criminal proceeding, he/she/it had no reasonable cause to believe his/her/its conduct was unlawful.

This company shall pay for or reimburse the reasonable expenses of the individual pursuant to the Florida Limited Liability Company Act.

Executed by each Organizer on the Date indicated.

William G. Wells  
William G. Wells

Date: March - 1, 2004

Robert B. Wells  
Robert B. Wells

Date: March 1, 2004

\_\_\_\_\_  
James J. Wells

Date: \_\_\_\_\_, 2004

\_\_\_\_\_  
John H. Wells

Date: \_\_\_\_\_, 2004

Leonard C. Wells  
Leonard C. Wells

Date: 3-5, 2004

Louie J. Wells  
Louie J. Wells

Date: March 1, 2004

13. **Agency Powers of Members.** Every member of this company has the express and specific agency power to bind the entity only when the member is acting pursuant to written resolutions or memorandum of this entity.

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14. **Indemnification.** This company shall indemnify a member, manager or organizer, or any former member, manager or organizer made a party to a proceeding because that person/entity is or was a member, manager or organizer of the company against any liability incurred in the proceeding if that person/entity:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[a] Conducted himself/herself/itself in good faith;

[b] Reasonably believed that his/her/its conduct was in or at least not opposed to the company's best interest; and,

[c] In the case of any criminal proceeding, he/she/it had no reasonable cause to believe his/her/its conduct was unlawful.

This company shall pay for or reimburse the reasonable expenses of the individual pursuant to the Florida Limited Liability Company Act.

Executed by each Organizer on the Date indicated.

William G. Wells  
William G. Wells

Date: March - 1, 2004

Robert B. Wells  
Robert B. Wells

Date: March 1, 2004

\_\_\_\_\_  
James J. Wells

Date: \_\_\_\_\_, 2004

\_\_\_\_\_  
John H. Wells

Date: \_\_\_\_\_, 2004

Leonard C. Wells  
Leonard C. Wells

Date: 3-5-, 2004

Louie J. Wells  
Louie J. Wells

Date: March 1, 2004



13. **Agency Powers of Members.** Every member of this company has the express and specific agency power to bind the entity only when the member is acting pursuant to written resolutions or memorandum of this entity.

FILED

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14. **Indemnification.** This company shall indemnify member, manager or organizer, or any former member, manager or organizer made a party to a proceeding because that person/entity is or was a member, manager or organizer of the company against any liability incurred in the proceeding if that person/entity:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[a] Conducted himself/herself/itself in good faith;

[b] Reasonably believed that his/her/its conduct was in or at least not opposed to the company's best interest; and,

[c] In the case of any criminal proceeding, he/she/it had no reasonable cause to believe his/her/its conduct was unlawful.

This company shall pay for or reimburse the reasonable expenses of the individual pursuant to the Florida Limited Liability Company Act.

Executed by each Organizer on the Date indicated.

William G. Wells  
William G. Wells

Date: March - 1, 2004

Robert B. Wells  
Robert B. Wells

Date: March 1, 2004

James J. Wells  
James J. Wells

Date: March, 4, 2004

John H. Wells  
John H. Wells

Date: \_\_\_\_\_, 2004

Leonard C. Wells  
Leonard C. Wells

Date: \_\_\_\_\_, 2004

Louie J. Wells  
Louie J. Wells

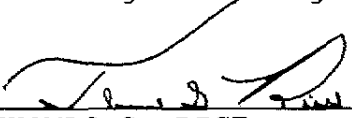
Date: March 1, 2004

CONSENT TO APPOINTMENT AS REGISTERED AGENT

FILED

I, THOMAS S. RICE, accept appointment as registered agent, and further state that I am familiar with the duties of a registered agent.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
THOMAS S. RICE  
Registered Agent