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Account Name : knott, Consoer, Ebelini, Hart, & Swett, P.A.  
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## LIMITED LIABILITY COMPANY

Saranac Vineyards, LLC

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**ARTICLES OF ORGANIZATION**  
**OF**  
**SARANAC VINEYARDS, LLC**

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be Saranac Vineyards, LLC ("Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal place of business of the Company in Florida shall be 18141 Nalle Road, North Fort Myers, Florida 33917.

**ARTICLE III - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual.

**ARTICLE IV - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to conduct and 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.

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent and office of the Company in the State of Florida is George H. Knott, Esq., Knott, Consoer, Ebelini, Hart & Swett, P.A., 1625 Hendry Street, Suite 301, Fort Myers, FL 33901.

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#### ARTICLE VI - CAPITAL CONTRIBUTIONS

The sole Member of the Company shall contribute to the capital of the Company the amount set forth below beside his respective name:

<u>Name and Address of Member</u>	<u>Capital Contribution</u>	<u>Initial Member Percentage Interest</u>
Gerald S. Dodd 104 West Superior Street Duluth, MN 55802	\$100.00	100 %

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#### ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as expressly provided for in the Regulations of the Company, 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 of the members. A member may transfer the member's interest in the Company only as set forth in the Regulations of the Company, but the transferee, except as is expressly provided for in the Regulations of the Company, shall have no right to participate in the management and affairs of the Company or become a member unless all of the other members of the Company, other than the member proposing to dispose of an interest, approve of the proposed transfer, by unanimous written consent.

#### ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

#### ARTICLE IX - MANAGEMENT


The Company shall be managed by the sole Member and the name and address of the managing member is:

<u>Name</u>	<u>Address of Member</u>
Gerald S. Dodd	104 West Superior Street Duluth, MN 55802

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IN WITNESS WHEREOF, I have signed the Articles of Organization and  
acknowledge them to be my act this 25<sup>th</sup> day of January, 2005.

  
\_\_\_\_\_  
Gerald S. Dodd, Member

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Saranac Vineyards, LLC at the place designated in the Articles of Organization, George H. Knott, Esq., agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated: January 26, 2005

  
George H. Knott, Esq.

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