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Account Number : 120060000006
Phone : (727) 586-2889
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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

The Lodges at Elkhorn Creek, LLC

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**ARTICLES OF ORGANIZATION
OF
THE LODGES AT ELKHORN CREEK, LLC**
a Florida limited liability company

The undersigned, for the purpose of forming a limited liability company (the "Company"), pursuant to and by virtue of the Florida Limited-Liability Company Act (Chapter 608 of the Florida Statutes) (the "Act"), hereby adopts the following articles of organization.

ARTICLE I - NAME

The name of the Limited Liability Company is:

THE LODGES AT ELKHORN CREEK, LLC

ARTICLE II - ADDRESS

The mailing and street address of the principal office of the Limited Liability Company is:

5100 Eden Ave. S., Ste. 102
Edina, MN 55436

ARTICLE III - RESIDENT AGENT AND REGISTERED OFFICE

The name and the Florida street address of the resident agent are:

Jonathan James Damonte, Chartered
12110 Seminole Blvd.
Largo, Florida 33778

ARTICLE IV - MANAGERS

The names and addresses of Managers are as follows:

Mark Eklo
5100 Eden Ave. S., Suite 102
Edina, MN 55436

Dan Russ
5100 Eden Ave. S., Suite 102
Edina, MN 55436

William R. Barth, Jr.
Post Office Box 117
Bismarck, ND 58508

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ARTICLE V - DURATION

The period of duration for the Company will be perpetual.

ARTICLE VI - PURPOSE

The Company's business and purpose shall be the acquisition, financing, ownership, operation and management of real and personal property commonly known as The Lodges at Elkhorn Creek, located in Big Sky, Montana (the "Property"), and such activities as are necessary, incidental or appropriate in connection therewith.

Articles of Organization of The Lodges At Elkhorn Creek, LLC

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ARTICLE VII - TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's Membership Interest shall be personal property for all purposes.

ARTICLE VIII - SEPARATENESS/OPERATIONS MATTERS

The Company shall:

- (i) maintain books and records and bank accounts separate from those of any other person;
- (ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (iii) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (iv) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (v) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (vi) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (vii) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (viii) conduct business in its own name, and use separate stationery, invoices and checks;
- (ix) not commingle its assets or funds with those of any other person; and
- (x) not assume, guarantee or pay the debts or obligations of any other person.

ARTICLE IX - EFFECT OF BANKRUPTCY, DEATH OR INCOMPETENCY OF A MEMBER

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

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ARTICLE X - OPERATING AGREEMENT

The members may adopt, alter, amend, or repeal an operating agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE XI - DATE OF EXISTENCE OF THE COMPANY

The existence of the Company will commence on the date of filing of the Articles of Organization by the Florida Department of State.

IN WITNESS WHEREOF, I have executed these Articles of Organization this 17TH day of May, 2006


Jonathan James Damonte,
as authorized representative of the Members

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In accordance with §608.408(3), Fla. Stat., the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of §608.415 or §608.507, Fla. Stat., 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: **The Lodges At Elkhorn Creek, LLC**
2. The name and the Florida address of the registered agent are: **Jonathan James Damonte, Chartered
12110 Seminole Blvd.
Largo, FL 33778**

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.

Jonathan James Damonte, Chartered
Registered Agent

By: 
Jonathan James Damonte, as President