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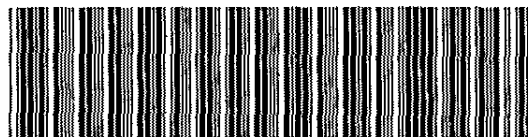
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Cara Van Dell

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TALLAHASSEE, FLORIDA

**REC-100** FEB 13 2007



Fafinski Mark & Johnson

Fafinski Mark & Johnson, P.A.

Attorneys At Law

Flagship Corporate Center

775 Prairie Center Drive, Suite 400, Eden Prairie, MN 55344

Telephone: 952.995.9500 Facsimile: 952.995.9577 Website: www.fmjlaw.com

**VIA FEDERAL EXPRESS**

February 9, 2007

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Stellar Contractors US, LLC

To Whom It May Concern:

The enclosed Articles of Organization and Fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cara Van Dell  
Fafinski, Mark & Johnson, P.A.  
Flagship Corporate Center  
775 Prairie Center Drive, Suite 400  
Eden Prairie, MN 55344

For further information concerning this matter, please call: Cara Van Dell at (952) 224-7293.

Enclosed is a check in the amount of \$125.00 for filing fees.

Thank you for your assistance with this matter.

Sincerely,

Cara L. Van Dell

Enclosures

FILED

ARTICLES OF ORGANIZATION OF  
STELLAR CONTRACTORS US, LLC

07 FEB 12 PM 12:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned organizer, being a natural person of at least eighteen years of age, for the purpose of forming a limited liability company pursuant to the provisions of Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

- 1.1 Name. The name of this Company shall be Stellar Contractors US, LLC.

ARTICLE II - PRINCIPAL OFFICE

- 2.1 PRINCIPAL Office. The address of the PRINCIPAL office of this Company in Minnesota shall be 21900 Kenrick Avenue, Lakeville, Minnesota 55044-9517.

ARTICLE III - REGISTERED AGENT

- 3.1 Registered Agent. The name of the registered agent of this company is Contractor Business Services, Inc.. The address of the registered agent of this Company is 15409 US Highway 19, Hudson, Florida 34667.

*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..*



Registered Agent's Signature (REQUIRED)

ARTICLE IV - MEMBERSHIP INTERESTS

- 4.1 Membership Interests. Unless otherwise determined by the Board of Managers or as otherwise provided in a member control agreement, all membership interests of this Company are ordinary membership interests entitled to vote and are of one class with no series having equal rights and preferences in all matters. Each member shall have voting power in proportion to the membership interest of the member as reflected in the Company's records. The Company may not effect an exchange, reclassification, division, combination, or cancellation of any membership interest except as otherwise provided in a member control agreement.

4.2 Issuance of Membership Interests. Unless otherwise determined by the Board of Managers or as otherwise provided in a member control agreement, the Board of Managers is authorized to issue membership interests at such times, upon such terms, and for such consideration as determined by the managers. This includes the authority to accept contributions, make contribution agreements, and make contribution allowance agreements.

4.3 No Preemptive Rights. No member shall have any preemptive right to make contributions of a certain amount, and no member shall be entitled to make a contribution allowance agreement specifying future contributions of a certain amount as a condition of the Company accepting new contributions from other persons or making contribution allowance agreements with other persons.

4.4 No Cumulative Voting Rights. No member shall have the power to cumulate his or her votes in any election of managers of this Company.

4.5 Distributions. Members shall share in distributions in proportion to the membership interests of the members as reflected in the records of the Company, unless otherwise provided in a member control agreement.

4.6 Profits and Losses. Members shall share profits and losses in proportion to the membership interests of the members as reflected in the records of the Company, unless otherwise provided in a member control agreement.

4.7 Written Action by Members. Any action required or permitted to be taken at a meeting of the members may be taken by written action signed by the members who own voting power equal to the voting power that would be required to take the same action at a meeting of the members at which all members were present.

4.8 Managers and Managing Members. The name and address of each Manager or Managing Member is as follows:

<u>Title:</u>	<u>Name and Address:</u>
MGRM	Dan Stanley 21900 Kenrick Avenue Lakeville, MN 55044-9517
MGRM	Karen Stanley 21900 Kenrick Avenue Lakeville, MN 55044-9517
MGRM	Jim Mahon 21900 Kenrick Avenue Lakeville, MN 55044-9517

## ARTICLE V - PERIOD OF EXISTENCE

5.1 Duration. Unless dissolved earlier according to law or the terms of the bylaws or a member control agreement of the Company, the period of existence of this Company shall be perpetual.

5.2 Dissolution. The Company shall not dissolve upon the occurrence of any event that terminates the continued membership of a member unless the last or sole member terminates and such member (or its legal representative) fails to cause the admission of at least one member within 180 days. The members shall, from time to time, file or cause to be filed such Articles of Amendment or other instruments or documents, as well have the power to enter into such agreements, as the members may reasonably deem necessary to establish and continue the Company as a limited liability company and to protect the limited liability of the members.

## ARTICLE VI - MANAGERS

6.1 Management. The business and affairs of this limited liability company shall be managed by or under the direction of a Board of Managers.

6.2 Number. The Board of Managers shall initially consist of three (3) manager(s), and thereafter the number shall be determined in accordance with the bylaws or a member control agreement of the Company.

6.3 Written Action by Managers. Any action required or permitted to be taken at a meeting of the Board of Managers may be taken by written action signed by the number of governors that would be required to take the same action at a meeting of the Board of Managers at which all managers were present.

6.4 Limitation of Liability. No manager or managing member of the Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty as a manager or managing member, except that a manager or managing member may be liable:

- (a) for breach of the manager's or managing member's duty of loyalty to the Company or its members;
- (b) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- (c) under section 608.4228 of the Florida Statutes;
- (d) for any transaction from which the manager or managing member derived an improper personal benefit; and
- (e) for any act or omission occurring before the effective date of these Articles of Organization.

The liability of a manager and managing member of the Company is limited to the fullest extent permitted by Chapter 608 of the Florida Statutes, as amended, and any amendment to

Chapter 608 that further eliminates or limits the liability of a manager or managing member shall be incorporated herein and shall limit the liability of the manager or managing member of the Company. Any amendment or repeal of this Section 6.4 shall be prospective only and shall not apply to or have any effect on the limitation of liability of any manager or managing member of the Company for any act or omission of such manager or managing member occurring prior to such amendment or repeal.

#### ARTICLE VII - ORGANIZER

7.1 Name and Address. The name and address of each organizer of the Company is as follows:

Cara L. Van Dell  
Fafinski, Mark & Johnson, P.A.  
Flagship Corporate Center  
775 Prairie Center Drive, Suite 400  
Eden Prairie, MN 55344

IN WITNESS WHEREOF, the undersigned, being the sole organizer and on behalf of the above-named Company, has executed these Articles of Organization on the 9<sup>th</sup> day of February, 2007.

  
\_\_\_\_\_  
Cara L. Van Dell

FILED  
07 FEB 12 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA