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LAW OFFICES

#### WOOD & MURPHY

SUITE BZOI

IIZII PROSPERITY FARMS ROAD

#### PALM BEACH GARDENS, FLORIDA 33410

TELEPHONE (561) 691-1997 FAX (561) 691-1497

LAWRENCE E. MURPHY MARSHALL B. WOOD, JR. (RET.)

June 1, 2007

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: Dennison Drive, LLC

#### Gentlemen:

I enclose for filing the following:

- 1. Articles of Organization of Dennison Drive, LLC
- 2. Our firm's check number 5909 payable to Florida Division of Corporations in the amount of \$155.00 in payment of your filing fee (\$125) and one certified copy of the Articles of Organization (\$30.00).

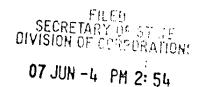
We look forward to receiving your letter of acknowledgment and the certified copy.

Yours truly,

LAWRENCE E. MURPHY

LEM/dh

cc: Thomas F. Meagher Lawrence E. Koehler



# ARTICLES OF ORGANIZATION

<u>OF</u>

# **DENNISON DRIVE, LLC**

The undersigned, for the purpose of forming a limited liability company under Chapter 608 of the Florida Statutes ("the Act"), hereby set forth the following:

## <u>ARTICLE I- NAME</u>

The name of the limited liability company is Dennison Drive, LLC ("the Company").

#### <u>ARTICLE II - DURATION</u>

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 until dissolution of the Company under the provisions of the written operating agreement signed by all of the members as then in effect ("the Operating Agreement"), or as required under the Act.

#### ARTICLE III - PURPOSE

The Company is organized for the purpose of engaging in any and all businesses and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all the powers vested in a limited liability company organized and existing by virtue of such laws.

### ARTICLE IV- ADDRESS

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

1856 Sunnyside Circle Northbrook, IL 60062

This address may be changed from time to time as provided in the Operating Agreement.

## ARTICLE V - REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and the initial registered office of the Company in the State of Florida are set out in the attached Certificate of Designation of Registered Agent/Registered Office.

## ARTICLE VI - CAPITAL CONTRIBUTIONS

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the Operating Agreement, which may be amended from time to time in accordance with its terms.

## <u>ARTICLE VII - MEMBERS</u>

The Company shall have at least two members and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

# ARTICLE VIII - CONTINUITY OF BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the

Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

## <u>ARTICLE IX – MANAGEMENT</u>

Each member who is designated by the members as a Managing Member shall, as agent of the Company, carry out and further the decisions and actions of the members made under the Operating Agreement and shall be authorized to execute any and all reports, forms, instruments, documents, papers, writings, agreements and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages and security agreements and any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred, or evidenced, that are necessary, appropriate or beneficial to carry out or further those decisions or actions.

## **ARTICLE X - INDEMNIFICATION**

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member or former member to the full extent permitted under the Act.

Executed at Northbrook, Illinois on May 31, 2007.

DENNISON DRIVE, LLC

Constance T. Cole Member

Lawrence E. Koehler Member

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of F.S. 608.415, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

The name of the limited liability company is Dennison Drive, LLC.

The street address of the Florida registered office of Dennison Drive, LLC is:

11211 Prosperity Farms Rd. Suite B201 Palm Beach Gardens, Florida 39410

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

Lawrence E. Murphy 11211 Prosperity Farms Road Suite B201 Palm Beach Gardens, Florida 33410

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.

DENNISON DRIVE, LLC

Member

Lawrence E. Koehler

Member

Lawrence E. Murphy Registered Agent