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(Requestor's Name)

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(City/State/Zip/Phone #)

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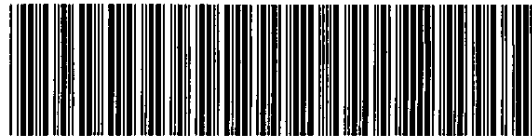
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR 13 AM 10:01

T. HAMPTON

MAR 14 2008

EXAMINER

608-8185

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: "Magna-Catch", LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Les A. Anderson, Esq.

(Name of Person)

Jensen Anderson Sondrall, P.A.

(Firm/Company)

Suite 201, 8525 Edinbrook Crossing

(Address)

Brooklyn Park, MN 55443

(City/State and Zip Code)

For further information concerning this matter, please call:

Les Anderson, Attorney

(Name of Person)

at (763) 201-0230

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address

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

Street/Courier Address

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

JENSEN ANDERSON SONDRALL, P.A.

Attorneys At Law

8525 EDINBROOK CROSSING, STE. 201
BROOKLYN PARK, MINNESOTA 55443-1968
TELEPHONE (763) 424-8811 • TELEFAX (763) 493-5193
e-mail law@jasattorneys.com

Writer's Direct Dial No.: (763) 201-0230
e-mail laa@jasattorneys.com

LESLIE A. ANDERSON
TUCKER J. HUMMEL
GORDON L. JENSEN¹
MELANIE P. PERSELLIN^{2,3}
STEPHEN M. RINGQUIST¹
STEVEN A. SONDRALL

February 27, 2008

Florida Department of State
Division of Corporations
Attention: Tammy Hampton, Regulatory Specialist II
PO Box 6327
Tallahassee, FL 32314

Re: "Magna-Catch", LLC
Letter Number: 708A00009968

Dear Ms. Hampton:

On or about February 15, 2008, I received correspondence from your office regarding the above mentioned limited liability company organizational documents. I have enclosed a copy of your letter for your reference.

Enclosed please find the following documents relating to the organization of "Magna-Catch", LLC

1. Revised Articles of Organization
2. Signature Page of Registered Agent accepting designation
3. Cover Letter that was previously sent to you
4. Extra copy of the Articles of Organization

Please file the above documents and apply the \$125.00 check that was previously mailed to you on or about February 11, 2008 for the filing fee.

If you have any questions, please feel free to contact me.

Yours truly,



Leslie A. Anderson

Enclosures

¹Real Property Law
Specialist Certified By
The Minnesota State
Bar Association

²Licensed in Illinois

³Qualified Neutral Mediator
under Rule 114

JENSEN ANDERSON SONDRALL, P.A.
Attorneys At Law

LESLIE A. ANDERSON
TUCKER J. HUMMEL
GORDON L. JENSEN¹
MELANIE P. PERSELLIN^{2,3}
STEPHEN M. RINGQUIST⁴
STEVEN A. SONDRALL

8525 EDINBROOK CROSSING, STE. 201
BROOKLYN PARK, MINNESOTA 55443-1968
TELEPHONE (763) 424-8811 • TELEFAX (763) 493-5193
e-mail law@jasattorneys.com

Writer's Direct Dial No.: (763) 201-0230
e-mail laa@jasattorneys.com

March 7, 2008

Florida Department of State
Division of Corporations
Attention: Tammy Hampton, Regulatory Specialist II
PO Box 6327
Tallahassee, FL 32314

Re: "Magna-Catch", LLC
Letter Number: 708A00009968

Dear Ms. Hampton:

On or about March 7, 2008, I received correspondence from your office regarding the above mentioned limited liability company organizational documents. I have enclosed a copy of your letter for your reference.


Enclosed please find the following documents relating to the organization of "Magna-Catch", LLC

1. Revised Articles of Organization
2. Extra copy of the Articles of Organization
3. Cover Letter that you sent previously

Please file the above documents and apply the \$125.00 check that was previously mailed to you on or about February 11, 2008 for the filing fee.

If you have any questions, please feel free to contact me.

Yours truly,



Leslie A. Anderson

Enclosures

¹Real Property Law
Specialist Certified By
The Minnesota State
Bar Association
²Licensed in Illinois
³Qualified Neutral Mediator
under Rule 114



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

08 MAR 13 PM 1:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 3, 2008

LES A ANDERSON, ESQ
JENSEN ANDERSON SONDRALL, PA
8525 EDINBROOK CROSSING - STE 201
BROOKLYN PARK, MN 55443

SUBJECT: MAGNA-CATCH, LLC
Ref. Number: W08000008185

We have received your document for MAGNA-CATCH, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

Please list the complete principal's office address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 108A00013064



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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08 FEB 29 PM 3:42

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

February 15, 2008

LES A ANDERSON, ESQ
JENSEN ANDERSON SONDRALL, PA
8525 EDINBROOK CROSSING - STE 201
BROOKLYN PARK, MN 55443

SUBJECT: MAGNA-CATCH, LLC
Ref. Number: W08000008185

We have received your document for MAGNA-CATCH, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 708A00009968

**ARTICLES OF ORGANIZATION
OF "MAGNA-CATCH", LLC**

**ARTICLE I
FORMATION AND POWERS**

§ 1.1 In General

(a) Name. The name of the limited liability company is: "Magna-Catch", LLC.

(b) Limited Liability. No member will be personally liable for obligations of the Limited Liability Company; except in the following instances [the member acts without authority/the member's actions are not in the best interests of the Limited Liability Company and the member is acting without membership approval].

§ 1.2 Purpose

(a) In General. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized in the State of Florida.

§ 1.3 Agent and Principal Place of Business

(a) Name. The name and address of the initial agent for service of process on the limited liability company is: Frank Cserpes, 672 Boundary Blvd., Rotonda West, Florida 33947. This address also serves as the company's principal place of business.

**ARTICLE II
MANAGERS**

§ 2.1 Member-Managed

(a) In General. The limited liability company is to be managed by its members voting in proportion to their capital interests.

Only the following members have the power to bind the Limited Liability Company without the approval of a majority of the other members:

Frank Cserpes
Sharon Cserpes

Otherwise, no member is an agent of the limited liability company.

(b) Members. The names and addresses of the managing members are:

Frank Cserpes
672 Boundary Blvd.
Rotonda West, Florida 33947

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Sharon Cserpes
672 Boundary Blvd.
Rotonda West, Florida 33947

ARTICLE III MEMBERSHIP

§ 3.1 Determination of Membership

(a) In General. Membership shall be determined by a vote of the then members.

ARTICLE IV MANAGEMENT

§ 4.1 Members

(a) In General. The management of the limited liability company shall be vested in its members in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

§ 4.2 Duties

(a) In General. A manager or managing member shall discharge his or her duties as a manager or managing member, including duties as a member of a committee:

- (1) In good faith;
- (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) In a manner he or she reasonably believes to be in the best interests of the limited liability company.

(b) Information. In discharging his or her duties, a manager or managing member is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (1) One or more members or employees of the limited liability company whom the manager or managing member reasonably believes to be reliable and competent in the matters presented;
- (2) Legal counsel, public accountants, or other persons as to matters the manager or managing member reasonably believes are within such persons' professional or expert competence; or
- (3) A committee of managers or managing members of which he or she is not a member, if the manager or managing member reasonably believes the committee merits confidence.

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(c) Information Relevant to Managers' Duties. In discharging his or her duties, a manager or managing member may consider such factors as he or she deems relevant, including the long-term prospects and interests of the limited liability company and its members, and the social, economic, legal, or other effects of any action on the employees, suppliers, customers of the limited liability company, the communities and society in which the limited liability company operates, and the economy of the state and the nation.

(d) Good Faith. A manager or managing member is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.

(e) Liability. A manager or managing member is not liable for any action taken as a manager or managing member, or any failure to take any action, if he or she performed the duties of his or her position in compliance with this section.

§ 4.3 Emergencies

(a) Regulations. The managers may adopt regulations to be effective only in an emergency as defined in subsection (b) below. The emergency regulations, which are subject to amendment or repeal by the members, may make all provisions necessary for managing the limited liability company during an emergency, including procedures for calling a meeting of the managers and designation of additional or substitute managers.

(b) Emergency Defined. An emergency exists for purposes of this section if the limited liability company's managers cannot readily be assembled because of some catastrophic event.

(c) Duration of Emergency Regulations. All provisions of the regular regulations consistent with the emergency regulations remain effective during the emergency. The emergency regulations are not effective after the emergency ends.

(d) Actions Taken in Emergency. Actions taken by the limited liability company in good faith in accordance with the emergency regulations have the effect of binding the company and may not be used to impose liability on a manager, employee, or agent of the company.

ARTICLE V SHARING OF PROFITS AND LOSSES

§ 5.1 In General

(a) Allocations Among Members. The profits and losses of the limited liability company shall be allocated among the members as follows in proportion to each Member's relative capital interest in the Company.

ARTICLE VI

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VOTING

§ 6.1 In General

- (a) By Members and Managers. Unless otherwise provided in the regulations:
- (1) All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company; and
 - (2) Each member's vote shall be weighted in proportion to the member's relative capital account; however, if the capital account of each member is negative or zero, each member shall have one vote.
- (b) By Manager. Unless otherwise provided in the regulations, any manager who is not a member shall not be entitled to vote on matters relating to the limited liability company; except.

ARTICLE VII ADMISSION OF ADDITIONAL MEMBERS

§ 7.1 In General

- (a) Consent of Other Members. Except as otherwise provided in the regulations, no person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE VIII INDEMNIFICATION

§ 8.1 In General

- (a) Indemnification of Persons. The limited liability company shall indemnify any person who is or was a party to any proceeding by reason of the fact that he or she is or was a manager or a managing member of the limited liability company or is or was serving at the request of the limited liability company as a manager, managing member, officer, employee, or agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the limited liability company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the limited liability company, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

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(b) Indemnification Against Expenses. The limited liability company shall indemnify any person (who was or is a party to any proceeding by or in the right of the limited liability company to procure a judgment in its favor by reason of the fact that he or she is or was a manager, managing member, officer, employee, or agent of the limited liability company or is or was serving at the request of the limited liability company as a manager, managing member, director, officer, employee, or agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise) against expenses and amounts paid in settlement not exceeding, in the judgment of a majority of the members, the estimated expense of litigating the proceeding to conclusion, and actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the limited liability company; except that no indemnification shall be made under this subsection with respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought (or any other court of competent jurisdiction) shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) In Defense of a Proceeding. To the extent that any manager, managing member, officer, employee, or agent of the limited liability company has been successful on the merits or otherwise in defense of any proceeding referred to in subsection (a) or subsection (b), or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

(d) Authorization. Any indemnification under subsection (a) or subsection (b), unless pursuant to a determination by a court, shall be made by the limited liability company only as authorized in the specific case upon a determination that indemnification of the manager, managing member, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsection (a) or subsection (b). Such determination shall be made in one of the following manners:

- (1) By a majority vote of the members;
- (2) By majority vote of a committee duly designated by the members, in which members who are parties may participate, consisting solely of two or more members not at the time parties to the proceeding; or
- (3) By independent legal counsel selected by the members prescribed in paragraph (1) or the committee prescribed in paragraph (2).

(e) Evaluation of Expenses. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph (d)(3) shall evaluate the reasonableness of expenses and may authorize indemnification.

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(f) Expenses Paid in Advance. Expenses incurred by a manager, managing member, officer, or member in defending a civil or criminal proceeding may be paid by the limited liability company in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such manager, managing member, officer, or member, to repay such amount if he or she is ultimately found not to be entitled to indemnification by the limited liability company pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the members or managers deem appropriate.

(g) Circumstances Precluding Indemnification. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the limited liability company may make any other expenditure for further indemnification or advancement of expenses of any of its managing members, managers, officers, employees, or agents, as provided for in the regulations both as to action in his or her official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute any of the following:

- (1) A violation of the criminal law, unless the managing member, manager, officer, employee, or agent had no reasonable cause to believe his or her conduct was unlawful.
- (2) A transaction from which the managing member, manager, officer, employee, or agent derived an improper personal benefit.
- (3) In the case of a manager or managing member, a circumstance under which the liability provisions of Florida Statutes § 608.426 are applicable.
- (4) Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

(h) Continuation of Indemnification. Indemnification and advancement of expenses as provided in this section shall continue, unless otherwise provided when authorized or ratified, as to a person who has ceased to be a managing member, manager, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

(i) Indemnification by Court Order. [Notwithstanding the failure of the limited liability company to provide indemnification, and despite any contrary determination of the members in the specific case], a managing member, manager, officer, employee, or agent of the limited liability company who is or was a party to a proceeding may [not] apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking

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court-ordered indemnification or advancement of expenses, if it determines that any of the following apply:

- (1) The managing member, manager, officer, employee, or agent is entitled to mandatory indemnification under subsection (c), in which case the court shall also order the limited liability company to pay the person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses.
- (2) The managing member, manager, director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the limited liability company of its power pursuant to subsection (g).
- (3) The managing member, manager, director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in subsection (a), subsection (b), or subsection (g).

(j) Definitions. For the purposes of this section:

- (1) The term "other enterprises" includes employee benefit plans.
- (2) The term "expenses" includes counsel fees, including those for appeal.
- (3) The term "liability" includes obligations to pay a judgment, settlement, penalty, or fine, including an excise tax assessed with respect to any employee benefit plan, and expenses actually and reasonably incurred with respect to a proceeding.
- (4) The term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.
- (5) The term "agent" includes a volunteer.
- (6) The term "serving at the request of the limited liability company" includes any service as a manager, managing member, officer, employee, or agent of the limited liability company that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries.
- (7) The term "not opposed to the best interest of the limited liability company" describes the actions of a person who acts in good faith and in a manner he or she reasonably believes to be in the best interests of the participants and beneficiaries of an employee benefit plan.

(k) Insurance. The limited liability company [shall / may] purchase and maintain insurance on behalf of any person who is or was a managing member, manager, officer, employee, or agent of the limited liability company or is or was serving at the request of the limited liability company as a manager, managing member, director, officer, employee, or agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the limited liability company would have the power to indemnify the person against such liability under the provisions of this section.

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ARTICLE IX

Effective date, if other than the date of filing: _____. (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FRANK CSERPES

Typed or printed name of signee

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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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(Signature of Registered Agent)

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