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EXAMINER

COVER LETTER

TO: Registration Section Division of Corporations	6 13 15 15 15 15 15 15 15 15 15 15 15 15 15		
SUBJECT: PREAM ACKES Name of Limit	11.C ed Liability Company		
The enclosed Articles of Organization and fee(s) are	submitted for filing.		
Please return all correspondence concerning this mat	ter to the following:		
Jennifor M. Tenney,	Name of Person		
Woodward, Pirest	Lombardo, PA Firm/Company		
606 Bald Eagle Dr	ive, Ste 500 Address		
Marco Island, FL 34145 City/State and Zip Code Henney a wpl-lead. Com E-mail address: (to be used for future annual report notification)			
For further information concerning this matter, please Junt Tenney Name of Person			
Enclosed is a check for the following amount:			
\$125.00 Filing Fee & Certificate of Status	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		

ARTICLES OF ORGANIZATION OF DREAM ACRES, LLC

In order to form a Limited Liability Company pursuant to the Florida Limited Liability Company Act, Ch. 608 (the "Act"), we the undersigned hereby execute these Articles of Organization in accordance with the provisions of Section 608.407 of the Act and state that the statements set forth below as to the certain terms of the Limited Liability Company set forth herein are true and correct.

I. NAME

The name of the limited liability company is DREAM ACRES, L.L.C.

II. NATURE OF BUSINESS

The limited liability company shall be for the purpose of owning, acquiring, subdividing, operating, developing, leasing, selling and managing real property located in Illinois or other states, as well as all other purposes allowed by law. The company shall have all the powers outlined in F.S. 608.404 which may be necessary to effect the purposes set forth in these Articles.

III. BUSINESS ADDRESS

3.1 The mailing address of the Company is 1087 Elrado Street, Naples, FL 34103.

IV. DURATION

- 4.1 The duration of the limited liability company shall be deemed to have commenced as of the date of filing with the Department of State, and shall continue and be perpetual.
- 4.2 The duration of the Limited Liability Company shall not be affected by the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or other termination of a member's membership in the absence of unanimous consent of the members.

V. ADDRESS

The initial address of the principal office of this limited liability company in the State of Florida is 1087 Elrado Street, Naples, FL 34103.

The managers may, from time to time, move the principal office to any other address in the State of Florida.

VI. MANAGEMENT

6.1 The management of this limited liability company shall be vested in two (2) managers. The initial managers shall serve until the first annual meeting of members or until their successor or successors are elected and qualify. The names and addresses of the initial managers are as follows:

Athena M. Thompson	1087 Elrado Street, Naples, FL 34103
Debra K. Thompson	221 S Plum Street, Havana, IL 62644

6.2 All managers shall be elected by the members annually. Members shall be entitled to vote that number of votes which equates to their percentage interest in the company. The total number of votes to be cast shall be two (2).

VII. INITIAL MEMBERS AND ORGANIZERS

7.1 The initial members and organizers of the company and their addresses are as follows:

<u>Names</u>	<u>Addresses</u>	Percentage <u>Interest in Co.</u>	No. of Votes Allocated
Athena M. Thompson, Trustee of the Athena M. Thompson Revocable Trust dtd March 17, 2010	1087 Elrado Street Naples, FL 34103	25%	1
Brock E. Thompson, II, Trustee of the Brock E. Thompson Revocable Trust dtd March 17, 2010	1087 Elrado Street Naples, FL 34103	25%	1
Brock E. Thompson	221 S Plum Street Havana, IL 62644	25%	1
Debra K. Thompson	221 S Plum Street Havana, IL 62644	25%	1

7.2 All transfers or assignments shall be permitted. However, if all other members of the limited liability company, other than the member proposing to dispose of his or its interest, do not approve the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of the limited liability company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of

contributions to which that member otherwise would be entitled.

VIII. PROFITS AND LOSSES

- 8.1 Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company's business that remain after the payment of the expenses of conducting the business. Each member shall be entitled to a distributive share of the profits of the company equal to their percentage ownership in the company. Such distributive share of the profits of the company shall be paid to the members at such time as determined by a majority of the managers.
- 8.2 Losses. All losses that occur in the operation of the limited liability company's business shall be paid out of the capital of the limited liability company and the profits of the business of the company to the extent possible.

IX. BOOKS AND RECORDS

- 9.1 The managers shall maintain full and accurate books of the company at the company's place of business, showing all receipts, expenses, assets, liabilities, profits and losses of the company and all other records necessary for the recording of the company's business and affairs.
- 9.2 The managers shall deliver to all members quarterly interim financial information which shall be reviewed but not audited.

X. REGISTERED AGENT

Athena K. Thompson whose address for service of process is 1087 Elrado Street, Naples, FL 34103, shall be the registered agent for the limited liability company.

XI. AMENDMENTS

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the managers, proposed by them to the members, and approved at a members meeting by a unanimous vote thereon, unless all the members and all the managers sign a written statement manifesting their intentions that a certain amendment of these Articles of Organization be made.

Athena M. Thompson, Trustee of the Athena M. Thompson Revocable Trust dtd

March 17, 2010, Organizer

Brock E. Thompson II, Trustee of the Brock E. Thompson Revocable Trust dtd March 17, 2010, Organizer

Brock E. Thompson, Opganizer

Debra K. Thompson, Organizer

STATE OF FLORIDA COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared Athena M. Thompson, Trustee of the Athena M. Thompson Revocable Trust dtd March 17, 2010, to me known to be the persons described in the foregoing instrument and who acknowledged before me that they executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this day of Notary Public Signature

LAURA A

Notary Public Printed Signature

Notary Rubber State of STATE OF FLORIDA COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared Brock E. Thompson II, Trustee of the Brock E. Thompson II Revocable Trust dtd March 17, 2010, to me known to be the persons described in the foregoing instrument and who acknowledged before me that they executed the same

WITNESS my hand and official seal in the State and County last aforesaid this day of

101_-, 2010.

Notary Public Signature

Notary Public Printed Signature

Notary R

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acknowledgments, personally appeared Brock E	before me, an officer duly authorized to take	
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JUNAURA A. GRECOM	/7/1/1/a.(1-Cac	
OMMISSION CL. CO.	Notary Public Signature	
A Sallan Contract		
* **	LAURA H. GREGG	
#DU 958850	Notary Public Printed Signature	
White Units		
Notary Rubber Staffing Setting		
Flourin		
STATE OF TORISH		
COUNTY OF COLLECT		
	before me, an officer duly authorized to take	
acknowledgments, personally appeared Debra l		
described in the foregoing instrument and who ack		
/ // // //	e State and County last aforesaid this day of	
, 2010.	XXXIII (I IMCO	
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#DD 958850	Notary Public Printed Signature	
Notary Rubigo States Seat		
MINIC STATE WITH		
ACKNOWLEDGMENT BY RE	GISTERED AGENT	
Having been named to accept Service of	f Process for the above-stated limited liability	
company, at the place designated in this Certificate, I hereby agree to act in this capacity and I further		
agree to comply with the provisions of all statutes	relative to the proper and complete performance	
of my duties.	$\mathcal{A}U$	

This Instrument Was Prepared By: Jennifer M. Tenney, Esquire Florida Bar Number: 0816191 Woodward, Pires & Lombardo, P.A. 606 Bald Eagle Drive, Suite 500 Marco Island, Florida 34145 Athena M. Thompson