

**Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : BARNES WALKER, CHARTERED
Account Number : 102371002705
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FLORIDA LIMITED LIABILITY CO.

GPB Florida, LLC REAL ESTATE, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

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FEB 25 2010

EXAMINER

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February 24, 2011

BARNES WALKER, CHARTERED

SUBJECT: GPB FLORIDA, LLC
REF: W11000010922

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

Please return 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) 495-6094.

Agnes L. Pitt

FAX Aud. #: H11000049106

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**ARTICLES OF ORGANIZATION
OF
GPB REAL ESTATE, LLC**

ARTICLE I

Name

The name of the limited liability company ("Company") is GPB Real Estate, LLC

ARTICLE II

Address

The initial mailing address of the Company's principal office is 29 Fairhope Avenue, Tonka Bay, MN 55331. The initial street address of the Company's principal office is 29 Fairhope Avenue, Tonka Bay, MN 55331.

ARTICLE III

Duration

The period of duration for the Company is perpetual.

ARTICLE IV

Registered Agent and Office

The name of the Company's initial registered agent in Florida is Jennifer M. LaRocco, Esq. The address of the Company's registered office in Florida is 3119 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE V

Management

A. The Company is to be managed by a Manager or Managers who will generally serve from annual meeting to annual meeting of the Member(s) or until a replacement is qualified and elected. The initial Managers, however, shall serve until the organizational meeting of the Company and are identified as follows:

Gregory L. Brettingen, whose address is 29 Fairhope Avenue, Tonka Bay, MN 55331.

Margaret A. Brettingen, whose address is 29 Fairhope Avenue, Tonka Bay, MN 55331.

B. Each Manager, without the consent of the other, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, including, but not limited to, the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the

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Company's real and personal property, except:

1. Without having first obtained the prior written consent of all the Members, the Managers shall not cause or permit the Company to:

a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;

b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or regulations, or;

c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years, or;

d. Hire, terminate, or modify the terms of employment of any Manager, or;

e. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;

f. Invest in the debt or equity of any other entity, or;

g. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

2. Without having first obtained the prior written consent of all of the Member(s), amend these Articles or the Operating Agreement of the Company to:

a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Member(s), or;

b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Managers, or;

c. Modify the duration of this Company, or;

d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;

e. Amend this Article V, or;

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f. Dissolve or terminate the existence of this Company, or;

g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

C. A "majority in interest," without more, shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Member(s) of the Company.

ARTICLE VI Continuation of Business

A majority in interest of the remaining Member(s) of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE VII Profits and Losses Allocation

Profits and losses will be allocated to the Member(s) in accordance with the Operating Agreement of the Company.

ARTICLE VIII Amendments

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a Manager other than the executing Member, provided, however, that if a single individual is the sole Member and Manager, only that individual shall be required to sign said Articles of Amendment.

ARTICLE IX Commencement

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin its existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization on this _____ day of February, 2011.

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FEB-24-2011 THU 01:57 PM Barnes Walker Title Inc.

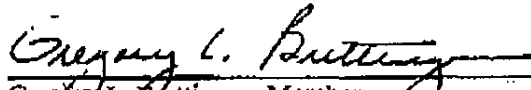
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Gregory L. Brettingen, Member


Margaret A. Brettingen, Member

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**CERTIFICATE OF DESIGNATED
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for GPB Real Estate, LLC:

1. My name as registered agent and the address of my office, which shall serve as the registered office for the above-referenced limited liability company, are: Jennifer M. LaRocco, Esq., Barnes Walker, Goethe, & Hoonhout, Chartered, 3119 Manatee Avenue West, Bradenton, FL 34205.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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.

Dated: February 24, 2011.


Jennifer M. LaRocco, Registered Agent

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