

# L95000000255

FILED

95 MAR 29 11:00

SECRETARY OF STATE  
TALLAHASSEE, FL

RICHARD VOGEL c/o ROBERTS & EGAN, P.A.  
(Requestor's Name)

217 South Adams Street

Tallahassee, FL 32301 224-1569  
(Address) (City, State, Zip) (Phone #)

OFFICE USE ONLY

700001444947  
-03/31/95--01052--010  
\*\*\*337.50 \*\*\*337.50

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Naples 3, L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out ☒ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NANCY HENDRICKS MAR 29 1995

Examiner's Initials

ARTICLES OF ORGANIZATION  
OF  
Naples 3, L.C.

FILED  
95 MAR 29 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A Limited Liability Company organized under Chapter 608, Florida Statutes.

The undersigned, being an initial member of a limited liability company to be formed under the Florida Limited Liability Company Act (the "Act"), hereby adopts these, the following Articles of Organization:

FIRST: The name of the limited liability company (the "Company") is: Naples 3, L.C.

SECOND: The duration of the Company's existence shall be thirty (30) years from the date these Articles are filed with the Department of State of the State of Florida, unless earlier terminated as provided in Section EIGHTH of these Articles.

THIRD: The purposes for which the Company is organized are:  
To engage in the transaction of any and all business in which limited liability companies may engage under the provisions of the Act, including, but not limited to, the purchase, development, construction, management, lease, or mortgage of buildings and/or real estate in Ohio, U.S.A., and elsewhere.

FOURTH: The Company's place of business in the State of Florida shall be 3936 Tamiami Trail North, Suite B, Naples, Florida 33940. The name and address of the Company's initial registered agent shall be Richard M. Vogel, 3936 Tamiami Trail North, Suite B, Naples, Florida 33940.

FIFTH: The Company's initial capitalization shall be not less than \$660,000.00

which shall be in cash and/or property. Exhibit "A" attached hereto, and incorporated by reference herein is a description of cash and non-cash property contributed to the capital of the Company.

SIXTH: A certificate shall be issued by the Company to each Member, which certifies to the exact percentage of ownership of the Company that is held by each Member as of the date and time of issuance of the certificate. The certificate must be in the form approved by the Members and must be over the signature of Members, one of which must be the Senior Managing Member. The certificate shall not be transferable and shall have no value as property. Each Member's property rights in the Company shall be in the "Member's Percentage Share" and not in the certificate.

SEVENTH: Additional Members shall be admitted to the Company upon the approval of all then-existing Members of the Company and upon such terms and conditions as shall be established by agreement of all then-existing Members of the Company.

EIGHTH: The Company shall be dissolved upon the death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member; provided, however, that the remaining members may consent to the continuance of the Company's business notwithstanding the death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member. All members shall be deemed to have consented to the continuance of the Company's business as a limited liability company so long as it has contracted obligation unfulfilled and unexpired and if fifty-one percent (51%) of Members vote to continue the Company. Further, the Company shall be dissolved upon unanimous agreement of all members.

NINTH: The Members of the Limited Liability Company shall enter into a Membership

& Operating Agreement, which shall be and provide the Regulations, to regulate the affairs of the Company and provide for the relative rights and obligations of the Members; provided, however, that said Regulations shall not contravene these Articles or the Act. The Company is to be managed by Managing Members, whose authorities and powers shall be as set forth in the Membership & Operating Agreement; and, who shall be elected pursuant to the Act and the Membership & Operating Agreement. The name(s) and address(es) of the person(s) who shall serve as Managing Members until the first annual meeting of Members or until their successors are elected and qualified shall be as follows:

Name and Address

Robert V. Gisselbeck  
Suite B, 3936 Tamiami Trail N.  
Naples, Florida 33940

Manager Position

Managing Secretary and  
Junior Managing Administrator

Charles W. Beery  
6704 Apache Road  
Edina, MN 55439

Senior Managing Member  
and Managing Treasurer

IN WITNESS WHEREOF, the undersigned, being an Initial Member of the Company, for the purpose of forming a limited liability company under the Act, has executed these Articles, this 28 day of March, 1995.

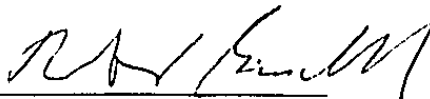
  
Robert V. Gisselbeck, Member

EXHIBIT "A"

INITIAL MEMBERS; CAPITAL CONTRIBUTIONS  
AND MEMBER PERCENTAGE INTEREST

Name & Address <u>of Member</u>	Capital Contribution	Initial Member Percentage <u>Interest</u>
Robert V. Gisselbeck Suite B, Tumiami Trail North Naples, Florida 33940	\$220,000.00	33-1/3%
Charles W. Beery 6704 Apache Road Edina, MN 55439	\$440,000.00	66-2/3%

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing Articles of Organization were acknowledged before me by Robert V. Gisselbeck, as an Initial Member of Naples 3, L.C., this 28 day of March, 1995.

Ann Hasty  
Notary Public - Signature

ANN HASTY  
Notary Public - Printed Name

Commission Expires:



ANN HASTY  
MY COMMISSION # CG 206300 EXPIRES  
June 25, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification produced \_\_\_\_\_

I, Richard M. Vogel, having been designated to act as registered agent, hereby agree to act in this capacity.

Richard M. Vogel

Richard M. Vogel, Registered Agent

c:\wpwin\articles\naples3.art

AFFIDAVIT

STATE OF FLORIDA)  
COUNTY OF COLLIER)

Robert V. Gisselbeck ("Affiant"), of lawful age, being first duly sworn, upon oath, deposes and states as follows:

1. Affiant is one of the persons forming a Limited Liability Company pursuant to the Florida Limited Liability Company Act, to be known as: Naples 3, L.C. (herein called the "Company").

2. Affiant declares that the Company has at least two members and the amount and a description and agreed value of property is other than cash contributed by the members is as follows:

- |     |  |              |
|-----|--|--------------|
| (a) | Cash   | \$660,000.00 |
| (b) | Non-Cash Property: Management of assets of undetermined monetary value |              |

Total Cash and Non-Cash Contributions	\$660,000.00
---------------------------------------	--------------

3. It is anticipated that additional members will be admitted to membership in the Company. The total cash, property and anticipated contributions is \$660,000.00.

4. Further Affiant sayeth not.

  
Robert V. Gisselbeck ("Affiant")

Subscribed and sworn to before me the 28 day of March, 1995.

  
Notary Public - Signature

ANN HASTY  
Notary Public - Printed Name

My Commission Expires:



ANN HASTY  
MY COMMISSION # CC 206300 EXPIRES  
June 25, 1996  
BONDED THROUGH TROY FAIR INSURANCE, INC.

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
90 (2-0399)

800-342-8086

**CSO networks**

PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000022

REFERENCE : 695986 10250A

AUTHORIZATION :

COST LIMIT : \$ 105.00

ORDER DATE : October 2, 1995

ORDER TIME : 10:30 AM

ORDER NO. : 695986

CUSTOMER NO: 10250A

CUSTOMER: James D. Vogel, Esq  
R. M. VOGEL & ASSOCIATES

Suite B  
3936 Tamiami Trail North  
Naples, FL 33940

700001606977  
-10/11/95--01086--005  
\*\*\*105.00 \*\*\*105.00

DOMESTIC FILING

NAME: NAPLES 3, L.C.

XXX ARTICLES OF ORGANIZATION (RESTATED)  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

RECEIVED  
SECT-2 11/11/95  
DEPARTMENT OF CORPORATION

*Amended  
&  
Restated  
Articles*

\*00308, 00624, 00672





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 3, 1995

CSC Networks  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: NAPLES 3, L.C.  
Ref. Number: L9500000255

RESUB  
10/5  
HBD

We have received your document for NAPLES 3, L.C. and check(s) totaling \$105.00. However, your check(s) and document are being returned for the following:

Please entitle your document Amended and Restated Articles of Organization. Please remove the word initial in the Fourth paragraph since James D. Vogel is not the first registered agent.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 295A00044995

RECEIVED  
OCT 5 PM 1:17  
SECRETARY OF STATE

AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
Naples 3, L.C.  
A Florida Limited Liability Company

FILED  
95 OCT -5 PM 4: 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS RESTATEMENT OF THE ARTICLES OF ORGANIZATION OF NAPLES 3, L.C., a Florida limited liability company, is executed on the 24 day of September, 1995, for the purpose of restating the Articles of Organization as originally executed on the 28th day of March, 1995, for the purpose of correcting a scrivener's error in the Articles as originally executed, the error being that Pierson M. Grieve was, through error, not scheduled on Exhibit "A", entitled "Initial Members; Capital Contributions and Member Percentage Interest", as a 33 1/3% capital contributing member, and Charles W. Beery was, through scrivener's error, originally scheduled on Exhibit "A" as having 66 2/3%, with \$440,000.00 capital contribution, whereas his capital contribution was \$221,753.70, and initial member's percentage share is 33 1/3%, and whereas Robert V. Gisselbeck was, through scrivener's error, originally scheduled on Exhibit "A" as having a \$220,000.00 capital contribution, whereas his capital contribution was \$221,704.77. The effective date of this restatement shall be March 28, 1995, with Robert V. Gisselbeck, Charles W. Beery and Pierson M. Grieve each holding a 33 1/3% initial member percentage interest.

This Restatement is also done to correct Paragraph entitled "Ninth", on pages 2 and 3, wherein Robert V. Gisselbeck and Charles W. Beery are named as Managing Members, but Pierson M. Grieve is not so named; this Restatement includes Pierson M. Grieve as a Senior Managing Member.

A Limited Liability Company organized under Chapter 608, Florida Statutes.

The undersigned, being an initial member of a limited liability company to be formed

under the Florida Limited Liability Company Act (the "Act"), hereby adopts these, the following Articles of Organization:

FIRST: The name of the limited liability company (the "Company") is: Naples 3, L.C.

SECOND: The duration of the Company's existence shall be thirty (30) years from the date these Articles are filed with the Department of State of the State of Florida, unless earlier terminated as provided in Section EIGHTH of these Articles.

THIRD: The purposes for which the Company is organized are:

To engage in the transaction of any and all business in which limited liability companies may engage under the provisions of the Act, including, but not limited to, the purchase, development, construction, management, lease, or mortgage of buildings and/or real estate in Ohio, U.S.A., and elsewhere.

FOURTH: The Company's place of business in the State of Florida shall be 3936 Tamiami Trail North, Suite D, Naples, Florida 33940. The name and address of the Company's registered agent shall be James D. Vogel, 3936 Tamiami Trail North, Suite B, Naples, Florida 33940.

FIFTH: The Company's initial capitalization shall be not less than \$614,995.89 which shall be in cash and/or property. Exhibit "A" attached hereto, and incorporated by reference herein is a description of cash and non-cash property contributed to the capital of the Company.

SIXTH: A certificate shall be issued by the Company to each Member, which certifies to the exact percentage of ownership of the Company that is held by each Member as

of the date and time of issuance of the certificate. The certificate must be in the form approved by the Members and must be over the signature of Members, one of which must be the Senior Managing Member. The certificate shall not be transferrable and shall have no value as property. Each Member's property rights in the Company shall be in the "Member's Percentage Share" and not in the certificate.

SEVENTH: Additional Members shall be admitted to the Company upon the approval of all then-existing Members of the Company and upon such terms and conditions as shall be established by agreement of all then-existing Members of the Company.

EIGHTH: The Company shall be dissolved upon the death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member; provided, however, that the remaining members may consent to the continuance of the Company's business notwithstanding the death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member. All members shall be deemed to have consented to the continuance of the Company's business as a limited liability company so long as it has contracted obligation unfulfilled and unexpired and if fifty-one percent (51%) of Members vote to continue the Company. Further, the Company shall be dissolved upon unanimous agreement of all members.

NINTH: The Members of the Limited Liability Company shall enter into a Membership & Operating Agreement, which shall be and provide the Regulations, to regulate the affairs of the Company and provide for the relative rights and obligations of the Members; provided, however, that said Regulations shall not contravene these Articles or the Act. The Company is to be managed by Managing Members, whose authorities and powers shall be as set forth in the Membership & Operating Agreement; and, who shall be elected pursuant to the Act and the

Membership & Operating Agreement. The name(s) and address(es) of the person(s) who shall serve as Managing Members until the first annual meeting of Members or until their successors are elected and qualified shall be as follows:

Name and Address  
Robert V. Gisselbeck  
Suite B, 3936 Tamiami Trail N.  
Naples, Florida 33940  
Social Security #474-12-0383

Manager Position  
Managing Secretary and  
Junior Managing Administrator

Charles W. Beery  
6704 Apache Road  
Edina, MN 55439  
Social Security #470-20-3277

Senior Managing Member  
and Managing Treasurer

Pierson M. Grieve  
Ecolab Center  
Osburn Building  
St. Paul, MN 55102  
Social Security #384-22-0776

Senior Managing Member

IN WITNESS WHEREOF, the undersigned, being an Initial Member of the Company,  
for the purpose of forming a limited liability company under the Act, has executed these Articles,  
this 25<sup>th</sup> day of Sept., 1995.



Robert V. Gisselbeck, Member

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing Articles of Organization were acknowledged before me by Robert V. Gisselbeck, as an Initial Member of Naples 3, L.C., this 25 day of September 1995.

Ann Hasty  
Notary Public - Signature  
ANN HASTY  
Notary Public - Printed Name  
Commission Expires:

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification produced \_\_\_\_\_



ANN HASTY  
MY COMMISSION # CG 206300 EXPIRES  
JUNE 25, 1998  
BONDED THRU TROY FARM INSURANCE

I, James D. Vogel, having been designated to act as registered agent, hereby agree to act in this capacity.

James D. Vogel  
James D. Vogel, Registered Agent

c:\wpvink\articles\naples3.art

# EXHIBIT "A"

## INITIAL MEMBERS; CAPITAL CONTRIBUTIONS AND MEMBER PERCENTAGE INTEREST

Name & Address <u>of Member</u>	Capital Contribution	Initial Member Percentage <u>Interest</u>
Robert V. Gisselbeck Suite B, Tamiami Trail North Naples, Florida 33940	\$221,704.77	33-1/3%
Charles W. Beery 6704 Apache Road Edina, MN 55439	\$221,753.70	33-1/3%
Pierson M. Grieve Ecolab Center Osburn Building St. Paul, MN 55102	\$171,537.42	33-1/3%

**FILE NOW: Fee after May 1, will be \$263.75**

APPROVED  
AND  
FILED

1996 APR -8 AM 9:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY		FLORIDA DEPARTMENT OF STATE	
ANNUAL REPORT		Sandra B. Morham Secretary of State	
1996		DIVISION OF CORPORATIONS	

<b>FILING FEE</b> \$ 238.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE	

1. Name and Mailing Address of Limited Liability Company	
DOCUMENT #L95000000255	
NAPLES 3, L.C. 3936 TAMIAMI TRAIL NORTH SUITE B NAPLES FL 33940	

1a. Principal Place of Business Address
3936 TAMIAMI TRAIL NORTH SUITE B NAPLES FL 33940

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business		2a. Mailing Address	
Suite, Apt #, etc		Suite, Apt #, etc	
City & State		City & State	
Zip	Country	Zip	Country

3. Date Organized or Qualified	3a. State of Formation
03/29/1995	FL
4. FET Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
65-0567644	
5. Date of Last Report	6. Certificate of Status Desired
NA	<input type="checkbox"/> <b>LL 75 Additional Fee Required</b>

7. Name and Address of Current Registered Agent
VOGEL, JAMES D 3936 TAMIAMI TRAIL NORTH SUITE B NAPLES FL 33940

8. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt #, etc
City
FL
Zip Code

9. Pursuant to the provisions of Sections 608.416 and 608.500, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE \_\_\_\_\_ (DATE) \_\_\_\_\_  
(They signed Agent Accepting Appointment) (If (F) They signed Agent's signature registered when submitting)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	GISSELBECK, ROBERT V	3936 TAMIAMI TRAIL NORTH,	NAPLES FL
MGRM	BEERY, CHARLES W	6704 APACHE RD.	EDINA MN
MGRM	GRIEVE, PIERSON	ECOLAB CENTER, OSBURN BLDG	ST. PAUL MN
			1000001 7301131 04/15/96--01052--003 +++238.75 +++238.75

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10 or on an attachment with an address.

SIGNATURE: Charles W. Beery, Treasurer *Charles W. Beery* 6-1-96 (612) 941-5680