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ULMER & BERNE

ATTORNEYS AT LAW

Bond Court Building
1300 East Ninth Street, Suite 900
Cleveland, Ohio 44114-1583
Telecopier (216) 621-7488 Telex 201999 UBLAW
(216) 621-8400

In Columbus
88 East Broad Street, Suite 1880
Columbus, Ohio 43215-3506
Telecopier (614) 228-8561
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MICHAEL J. SHAPIRO

December 18, 1995

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

2000001671652
-12/27/95--01031--005
****285.00 ****285.00

Re: Birkmeier Florida L.C.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Organization and Designation of Registered Agent for the above-referenced entity. Also enclosed is the \$285.00 filing fee.

Please file the enclosed originals and return a date and time-stamped copy to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you for your assistance. If you have any questions, please do not hesitate to call me collect.

Sincerely,



Michael J. Shapiro

177:jgb
Enclosure

19035-0 1522678.C1

5/1/17

W96-390

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MICHAEL J. SHAPIRO

January 9, 1996

Via Certified Mail No. P 314 862 641

Ms. Sharon Tala, Document Specialist Supervisor
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Birkmeier Florida L.C.

Dear Ms. Tala:

As we discussed, enclosed are the organizational documents for Birkmeier Florida L.C. including a new Affidavit of Membership and Contributions. Please file the enclosed documents. **Additionally, please use the date the documents were originally received as the organization date for Birkmeier Florida L.C.**

If you have any questions, please do not hesitate to call me collect.

Sincerely,



Michael J. Shapiro

177:jgb
Enclosure
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 5, 1996

MICHAEL J. SHAPIRO
ULMER & BERNE
1300 E. NINTH ST., STE. 900
CLEVELAND, OH 44114-1583

SUBJECT: BIRKMEIER FLORIDA, L.C.
Ref. Number: W9600000390

We have received your document for BIRKMEIER FLORIDA, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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 (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 496A00000661

**ARTICLES OF ORGANIZATION
OF
BIRKMEIER FLORIDA L.C.**

The undersigned, desiring to form a limited liability company under Chapter 608 of the Florida Business Corporation Act, hereby certifies that:

FIRST: The name of the limited liability company shall be Birkmeier Florida L.C.

SECOND: The period of duration of the limited liability company is thirty years.

THIRD: The address of the principal office of the limited liability company is 1165 Clam Court, #8, Naples, Florida 33962.

FOURTH: The initial registered agent and registered office of the limited liability company is Kristen E. Birkmeier, 1165 Clam Court, #8, Naples, Florida 33962.

FIFTH: The purpose for which the limited liability company is formed is to engage in any lawful act or activity for which limited liability companies may be formed under Chapter 608 of the Florida Business Corporation Act, and as provided in the Regulations of the limited liability company.

SIXTH: The limited liability company shall initially have one Manager, who shall be Kristen E. Birkmeier, 1165 Clam Court, #8, Naples, Florida 33962. The Manager shall manage the business and affairs of the limited liability company in accordance with this Articles of Organization, the Regulations and Article 608 of the Florida Business Corporation Act.

SEVENTH: From the date of the formation of the limited liability company, any individual or entity acceptable to both the Manager and the Members representing a majority of the Membership Interests may become a Member in the limited liability company either by the issuance by the limited liability company of Membership Interests for such consideration as the Manager shall determine, or as a transferee of a Member's Membership Interest or any portion thereof, subject to the terms and conditions of the Regulations.

EIGHTH: In the event that the limited liability company has one or more Managers who are also Members owning at least a one percent (1%) interest in each material item of the limited liability company's profits, losses, gains, deductions or credits (a "Member-Manager"), then the death, retirement, resignation, expulsion, bankruptcy or dissolution (the "Section 608.441 Events") of a Member (other than a Member-Manager) shall not dissolve the limited liability company and the remaining Members shall continue the business of the limited liability company. In the event that a Member-Manager experiences a Section 608.441 Event or the limited liability company does not have one or more Member-Managers and a Member experiences a Section 608.441 Event, then the

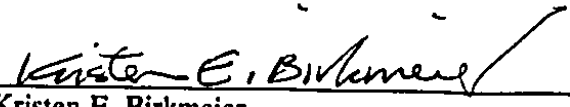
business of the limited liability company may be continued by the consent of both the Manager and the Members representing a majority of the Membership Interests (other than the Membership Interests of a withdrawing Member), and representing a majority of the profits allocable to the Members (other than the Membership Interests of a withdrawing Member), within 90 days after the occurrence of a Section 608.441 Event.

IN WITNESS WHEREOF, the undersigned, a member of the limited liability company, has hereunto subscribed her name as of the 15 day of December, 1995.


Kristen E. Birkmeier, Member

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.


Kristen E. Birkmeier

FILED
25 DEC 26 AM 11:00
STATE OF FLORIDA
TALLAHASSEE

County of Marion)
State of INDIANA)

SS

**AFFIDAVIT OF LIMITED LIABILITY
COMPANY MEMBER AS REQUIRED BY
SECTION 608.407(2) OF THE FLORIDA
BUSINESS CORPORATION ACT**

Kristen E. Birkmeier, being first duly sworn, states as follows:

1. I am an adult and have personal knowledge of the facts contained herein.

2. The Birkmeier Florida L.C., to be formed by the Articles of Organization attached hereto, has at least two Members and the Capital Contributions of the Members are as follows:

	<u>Capital Contributions Made</u>	<u>Capital Contributions To Be Made</u>	<u>Membership Interests</u>
Betty Birkmeier	0	Real estate located at 6 1165 Clam Court, #8 Naples, Florida 33962	6
Julie M. Houghton	0	0	2
Kristen E. Birkmeier	0	0	2

Kristen E. Birkmeier
KRISTEN E. BIRKMEIER

SWORN TO BEFORE ME and subscribed in my presence this 15 day of DECEMBER, 1995.

518602.C1

Janet S. Dowling
NOTARY PUBLIC, Janet S. Dowling
Resident of Marion County, Indiana
My commission expires: 2-21-97

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of all of the members of BIRKMEIER FLORIDA L.C. deposes and says:

1. The above-named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$0.
3. The agreed value of property other than cash contributed by members is \$166,667. A description of the property is as follows:

UNIT NO. 8, CLAM COURT MARINA APARTMENTS: a condominium as more fully shown in OR Book 823 at Pages 1113 through 1144 inclusive, of the Public Records of Collier County, Florida, including all associated dock space.

4. The total amount of cash or property anticipated to be contributed by members is \$166,667. This total includes amounts from 2 and 3 above.



HAROLD E. FRIEDMAN,
Authorized Representative of the Members

(In accordance with Section 633.408(3) Florida statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 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 #L96000000067

BIRKMEIER FLORIDA L.C.
1165 CLAM COURT, #8
NAPLES FL 33962

1a. Principal Place of Business Address

1165 CLAM COURT, #8
NAPLES FL 33962

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

12/26/1995

3a. State of Formation

FL

4. FEI Number

65-0650932

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

7. Name and Address of Current Registered Agent

BIRKMEIER, KRISTEN E
1165 CLAM COURT, #8
NAPLES FL 33962

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

9. Pursuant to the provisions of Sections 608.416 and 608.508, 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

Kristen E. Birkmeier

DATE

4-1-96

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MGR

BIRKMEIER, KRISTEN E

1165 CLAM COURT, #8

NAPLES FL

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)(k), 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:

Kristen E. Birkmeier

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGER, MEMBER OR MANAGER

KRISTEN E. BIRKMEIER

Date

4-1-96

Daytime Phone #