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GUDRUN MARIA NICKEL, P.A.  
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BY APPOINTMENT ONLY

April 19, 1996

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

600001790346  
-04/23/96--01073--003  
\*\*\*\*285.00 \*\*\*\*285.00

RE: SCHAEFFER DESIGN HOUSE LIMITED COMPANY

Dear Sir/Madam:

Enclosed are the Articles of Organization for the above-named limited company, (original and one copy) along with our check in the total amount of \$ 285.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Thank you.

Sincerely,

Gudrun M. Nickel

GMN/hs  
Enc.

FILED  
56 APR 22 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GUDRUN MARIA NICKEL, P.A.  
ATTORNEY AT LAW

D. BROWN APR 24 1996

**ARTICLES OF ORGANIZATION  
OF  
SCHAEFFER DESIGN HOUSE LIMITED COMPANY**

**FILED**  
96 APR 22 PM 12:08  
S. SCHAEFFER DESIGN HOUSE LIMITED COMPANY  
MILLER DESIGN HOUSE, FLORIDA

**ARTICLE I  
NAME**

The name of this Limited Company is **SCHAEFFER DESIGN HOUSE LIMITED COMPANY.**

**ARTICLE II  
DURATION**

This Limited Company shall exist for a period of twenty five (25) years commencing on the date of filing of these Articles of Organization.

**ARTICLE III  
PURPOSE**

This Limited Company is created for the purpose of real property purchase and development, and in such other business as may be agreed on by the members.

**ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business of this Limited Company shall be c/o Ad Miller Real Estate, 305 Fifth Avenue South, Naples, Florida 33940, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Company shall be Mr. Larry Spring, at the following address:

305 Fifth Avenue South, Florida 33940.

**ARTICLE V  
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Company shall consist of the sum of \$ 1,000.00, which will be contributed by the members in the following amounts:

	%	
1) Matthias Schaeffer	<u>25</u>	<u>\$250.00</u>
2) Hadrian Schaeffer	<u>25</u>	<u>\$250.00</u>

3) Cecile Schaeffer	<u>25</u>	<u>\$250.00</u>
4) Alexandra Schaeffer	<u>25</u>	<u>\$250.00</u>

No member shall be entitled to receive interest on his contribution to capital.

Calls for additional contributions may be made by the Limited Company, and shall be paid in the same percentages as above set forth.

#### ARTICLE VI MANAGEMENT OF BUSINESS

All members shall manage the company, and shall have rights in the management or conduct of the Limited Company.

The members' names and addresses are as follows:

Matthias Schaeffer	Buchenstrasse 18 74613 Ochringen GERMANY
Hadrian Schaeffer	Same
Cecile Schaeffer	Same
Alexandra Schaeffer	Same

Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company.

The following decisions shall be made only by unanimous consent of the members:

- a. assigning L.C. property to creditors or other assignees, including debts owed the L.C.;
- b. confessing a judgment;
- c. submitting a claim to arbitration;
- d. impeding the carry on of business;
- e. executing and delivering any debt instrument;
- f. borrowing money in the name of the company;
- g. conveying real or personal property of the company;

- h. pledging a member's interest to outsiders;
- i. disposing of the good will of the company.

#### **ARTICLE VII PROPERTY**

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Limited Company.

#### **ARTICLE VIII MEETING OF MEMBERS**

Annual meetings of the members shall be held without call or notice within 30 days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the Regulations.

#### **ARTICLE IX TRANSFERABILITY OF MEMBERS' INTEREST**

A member's interest in this Limited Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, or other compensation or return of contributions to which the transferor otherwise would be entitled.

#### **ARTICLE X PROFITS AND LOSSES**

Profits and losses generated by the business of this company shall be passed through to the members in their proportionate share pursuant to Article V above.

#### **ARTICLE XI WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Company may remain in existence and continue in business pursuant to the applicable provisions of the Regulations and pursuant to Article XII below.

#### **ARTICLE XII DISSOLUTION, WINDING UP, LIQUIDATION**

The Limited Company may be dissolved on the occurrence of any of the following events, unless the remaining members, by a simple majority, give their written consent to the

continuation of the company:

1. Death, disability or bankruptcy of a member;
2. Withdrawal, retirement or expulsion of a member;
3. Unanimous written consent of the members.

The remaining members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

If the remaining members elect to continue the company, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined below, as of the date of the events enumerated above. Payment shall be made within three (3) months.

The value of a member's interest in the Limited Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution, to any subsequent contributions, and to simple interest of 10% on the foregoing amounts.

On dissolution of the Limited Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- (1) Amounts owing to creditors other than members;
- (2) Amounts owing to members other than for capital and profits;
- (3) Amounts owing to members in respect to capital;
- (4) Amounts owing to members in respect to profits.

#### **ARTICLE XIII AMENDMENTS**

These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Secretary of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing.

**IN WITNESS WHEREOF**, the parties hereto have executed these Articles of

Organization on March 19, 1996.

Witnesses:

Larry Spring  
Merby von Schui  
Larry Spring  
Merby von Schui  
Larry Spring  
Merby von Schui

Matthias Schaeffer  
MATTHIAS SCHAEFFER

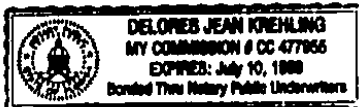
H. Schaeffer  
HADRIAN SCHAEFFER

C. Schaeffer  
CECILE SCHAEFFER

A. Schaeffer  
ALEXANDRA SCHAEFFER

STATE OF FLORIDA  
COUNTY OF COLLIER

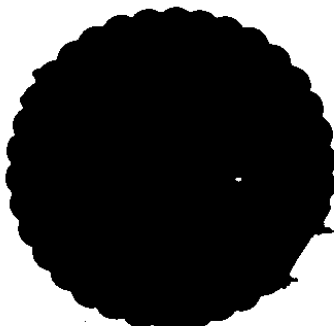
The foregoing instrument was subscribed to before me this 19th day of March 1996 by Matthias Schaeffer, Hadrian Schaeffer, and Cecile Schaeffer, by me personally known (or who produced passports as identification), who stated under oath that they are the persons described in and who executed said instrument for the purposes therein expressed.



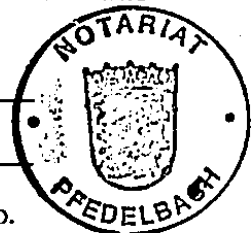
Delores Jean Krehling  
Notary Public  
Delores Jean Krehling  
Type or Print Notary Name,  
Expiration Date and Commission No.

STATE OF Florida  
COUNTY OF Collier  
OR 464136

The foregoing instrument was subscribed to before me this 4 day of April 1996, by Alexandra Schaeffer, by me personally known (or who produced passports as identification), who stated under oath that they are the persons described in and who executed said instrument for the purposes therein expressed.



Baier  
Notary Public  
Baier  
Type or Print Notary Name,  
Expiration Date and Commission No.



AFFIDAVIT

STATE OF FLORIDA

COUNTY OF CONNER

Before me, the undersigned Notary Public in and for the State of FLORIDA  
County of CONNER, personally appeared MATTHIAS SCHAEFFER Who, being  
first duly sworn upon his oath, states as follows:

1. That SCHAEFFER DESIGN HOUSE LIMITED COMPANY has four (4)  
members;

2. That the actual amount of cash contributions to date total \$ 1,000.<sup>00</sup>;

3. That the agreed upon value of the property other than cash to be contributed is  
as follows:

None

\$ 0

4. That the total amount of cash or property anticipated to be contributed by the  
members is \$ 1,000.<sup>00</sup>.

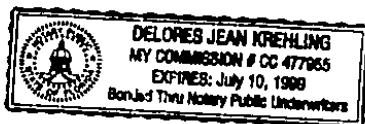
FURTHER AFFIANT SAYS NAUGHT.

Matthias Schaeffer  
MATTHIAS SCHAEFFER

Subscribed and sworn to before me this Monday of March, 1996.

Delores Jean Krehling  
Notary Public

My Commission Expires:



SCHAEFFER DESIGN HOUSE LIMITED COMPANY

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

*Larry Spring*  
\_\_\_\_\_  
LARRY SPRING

FILED  
66 APR 22 PM 12:08  
TALLAHASSEE, FLORIDA