

**L970000219**

**DICESARE, DAVIDSON & BARKER, P.A.**

5640 South Florida Avenue, Lakeland, Florida 33813

P.O. Drawer 2278, Lakeland, Florida 33806-2278

PAT T. DICESARE, II  
E. TAYLOR DAVIDSON  
HAROLD E. "RHETT" BARKER

MERETTE L. OWEIS

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February 17, 1997

Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, FL 32314

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-02/19/97-01017--001  
\*\*\*\*\*285.00 \*\*\*\*\*285.00

RE: GROTHE-FOLTZ GROUP, L.C.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced corporation. Also enclosed please find our check in the amount of \$285.00.

I would appreciate it if you would file the Articles of Corporation and return a copy to our office.

Thanks for your kind attention to this matter.

Sincerely,

*Harold E. Barker*  
Harold E. Barker (smm)

**FILED**  
97 FEB 19 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HEB/smm  
Enclosures  
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*[Handwritten signature]*  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION OF  
THE GROTHE-FOLTZ GROUP, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be THE GROTHE-FOLTZ GROUP, L.C., and its principal office shall be located at 4112 Staffordshire Drive in the City of Lakeland, County of Polk, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate

ARTICLE II  
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

1. Mr. Ernest Grothe  
4112 Staffordshire Drive  
Lakeland, Florida
2. Mr. Gary Foltz  
5905 Patriot's Way  
East Lansing, Michigan

### ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous written consent of the existing members. Contributions required of new members shall be determined by the existing members as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI  
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous written consent of the members. Members will make contributions in equal shares.

ARTICLE VII  
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members on a date determined by unanimous written consent of the existing members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII  
DURATION

The period of duration of this limited liability company is perpetual, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5640 South Florida Avenue, City of Lakeland, County of Polk, State of Florida, and the name of the company's initial registered agent at that address is Harold E. Barker.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of THE GROTHE-FOLTZ GROUP, L.C.

Executed by the undersigned at E. Lansing, Mi. on this the 11th day of February, 1997.

Ernest Grothe  
Ernest Grothe

Gary Foltz  
Gary Foltz

**AFFIDAVIT OF THE REGISTERED AGENT**  
**AS TO THE GROTHE-FOLTZ GROUP, L.C.**

State of Florida  
County of Polk

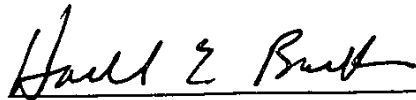
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is THE GROTHE-FOLTZ GROUP, L.C..

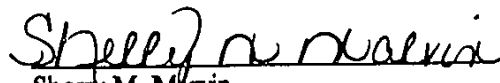
The name of the registered agent for THE GROTHE-FOLTZ GROUP, L.C., is Harold E. Barker and the street address of the company's principal office where the agent is located is 5640 South Florida Avenue, Lakeland, Florida 33813.

This statement is to acknowledge that, as indicated above, THE GROTHE-FOLTZ GROUP, L.C. has appointed me, Harold E. Barker, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated 02-11, 1997.

  
Harold E. Barker

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of February, 1997 by Harold E. Barker, agent on behalf of THE GROTHE-FOLTZ GROUP, L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ [type of identification] as identification.

  
Sherry M. Marvin  
Notary Public, State of Florida  
Commission Expires:




**AFFIDAVIT OF ERNEST GROTHE  
AS TO THE GROTHE-FOLTZ GROUP, L.C.**


State of Florida  
County of Polk

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of THE GROTHE-FOLTZ GROUP, L.C., deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes the amounts from 2 and 3 above.

  
Ernest Grothe

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of February, 1997 by Ernest Grothe on behalf of THE GROTHE-FOLTZ GROUP, L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ [type of identification] as identification.

  
Sherry M. Marvin  
Notary Public, State of Florida  
Commission Expires:



SHERRY M. MARVIN  
COMMISSION # CC 481390  
EXPIRES SEP 3, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

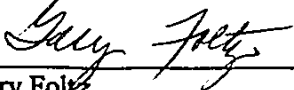
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**AFFIDAVIT OF GARY FOLTZ  
AS TO THE GROTHE-FOLTZ GROUP, L.C.**

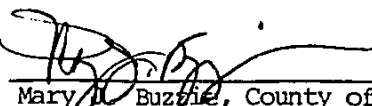
State of Michigan  
County of Ingham

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of THE GROTHE-FOLTZ GROUP, L.C., deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes the amounts from 2 and 3 above.

  
\_\_\_\_\_  
Gary Foltz

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of February, 1997 by Gary Foltz on behalf of THE GROTHE-FOLTZ GROUP, L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ [type of identification] as identification.

  
\_\_\_\_\_  
Mary J. Buzzie, County of Ingham  
Notary Public, State of Florida  
Commission Expires: 1/17/99

MARY J. BUZZIE  
NOTARY PUBLIC - INGHAM COUNTY, MICH.  
MY COMMISSION EXPIRES 1-17-99

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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