

197000000349

TRANSMITTAL MEMORANDUM

TO: FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION
P. O. BOX 6327
TALLAHASSEE, FL 32314

DATE: March 7, 1997

RE: THE HELLEKSON BARN
LIMITED COMPANY

FILE NO. W-47,249

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. ORIGINAL AND ONE COPY OF ARTICLES OF ORGANIZATION.
2. CHECK FOR \$122.50, COVERING:
\$ 35.00 FILING FEE
52.50 CERTIFIED COPY
35.00 REGISTERED AGENT
3. RETURN ENVELOPE.

900002108539--5
-03/10/97--01098--003
****122.50 ****122.50

800002125088--3
-03/26/97--01109--009
****215.00 ****215.00

PLEASE TAKE THE FOLLOWING ACTION:

PLEASE FILE THE ARTICLES OF ORGANIZATION, STAMP THE COPY
PROVIDED AND RETURN TO US IN THE ENCLOSED ENVELOPE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 25 AM 10:49

THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.
Attorneys at Law
Post Office Box 4848
Sanford, Florida 32772-4848
Telephone: (407) 322-2171
Orlando: (407) 834-5119
FAX: (407) 330-2379

FRANK C. WHIGHAM, ESQUIRE

4/3/25/97

TRANSMITTAL MEMORANDUM

**TO: FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION
P. O. BOX 6327
TALLAHASSEE, FL 32314**

DATE: March 20, 1997

**RE: THE HELLEKSON BARN
LIMITED COMPANY**

FILE NO. W-47,249

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. ORIGINAL AND ONE COPY OF ARTICLES OF ORGANIZATION.
2. CHECK FOR \$215.00 (YOU ARE HOLDING OUR PREVIOUS CHECK IN AMOUNT OF 122.50, FOR A TOTAL OF \$337.50), COVERING:
\$250.00 FILING FEE
52.50 CERTIFIED COPY
35.00 REGISTERED AGENT

PLEASE TAKE THE FOLLOWING ACTION:

**PLEASE FILE THE ARTICLES OF ORGANIZATION, CERTIFY THE
COPY PROVIDED AND RETURN TO US.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 25 AM 10:49

THANK YOU.

**STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.
Attorneys at Law
Post Office Box 4848
Sanford, Florida 32772-4848
Telephone: (407) 322-2171
Orlando: (407) 834-5119
FAX: (407) 330-2379**


FRANK C. WHIGHAM, ESQUIRE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 25 AM 10:49

March 17, 1997

STENSTROM, MCINTOSH, COLBERT, ET. AL.
ATTN: FRANK C. WHIGHAM
POST OFFICE BOX 4848
SANFORD, FL 32772-4848

SUBJECT: THE HELLEKSON BARN LIMITED COMPANY
Ref. Number: W97000006178

We have received your document for THE HELLEKSON BARN LIMITED COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 897A00013444

**ARTICLES OF ORGANIZATION
of
THE HELLEKSON BARN LIMITED COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 25 AM 10:49

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the law 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 HELLEKSON BARN LIMITED COMPANY**, and its principal office shall be located at 1200 S. French Ave., Sanford, Florida 32771, 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 of 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 as 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:

Libby Hellekson
345 Saddleworth Place
Heathrow, FL 32746

Robert Hellekson
345 Saddleworth Place
Heathrow, FL 32746

Michael Hellekson
345 Saddleworth Place
Heathrow, FL 32746

Sheila Hellekson
345 Saddleworth Place
Heathrow, FL 32746

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined 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 \$100.00 cash shall be paid to the limited liability company by all members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous 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 annually on the day chosen by members each year.

(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

This limited liability company shall exist perpetually, or until dissolved in a manner 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 200 W. First Street, City of Sanford, County of Seminole, State of Florida 32771, and the name of the company's initial registered agent at that address is FRANK C. WHIGHAM.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of THE HELLEKSON BARN LIMITED COMPANY.

Executed by the undersigned at Sanford, Florida, on the 16th day of March, 1997.


LIBBY HELLEKSON


ROBERT HELLEKSON

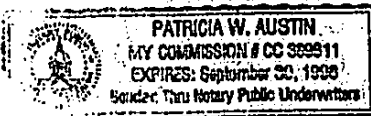

MICHAEL HELLEKSON


SHEILA HELLEKSON

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me by LIBBY HELLEKSON, ROBERT HELLEKSON, MICHAEL HELLEKSON, and SHEILA HELLEKSON, personally known to me, this 6th day of March, A.D., 1997.

(Affix Notarial Seal)



Patricia W. Austin
Notary Public - State of Florida

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

In compliance with Florida Statutes Section 608.407(2), the undersigned members of **THE HELLEKSON BARN LIMITED COMPANY**, depose and say:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$400.00.
3. There is no property other than the cash described in paragraph 2 above contributed by the members.

Libby Helleson
LIBBY HELLEKSON

Robert W. Helleson
ROBERT HELLEKSON

Michael Helleson
MICHAEL HELLEKSON

Sheila Helleson
SHEILA HELLEKSON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 25 AM 10:49

The foregoing instrument was acknowledged before me this 6th day of March, 1997, by LIBBY HELLEKSON, ROBERT HELLEKSON, MICHAEL HELLEKSON and SHEILA HELLEKSON, all members of THE HELLEKSON BARN LIMITED COMPANY, a limited liability company. They are personally known to me.

(Affix Notarial Seal)

Patricia W. Austin
Notary Public - State of Florida



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

Pursuant to the provisions of Section 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.

1. The name of the limited liability company is **THE HELLEKSON BARN LIMITED COMPANY**.

2. The name of the registered agent for **THE HELLEKSON BARN LIMITED COMPANY** is **FRANK C. WHIGHAM**, and the street address of the company's principal office where the agent is located is 200 W. 1st Street, Sanford, Florida 32771.

3. This statement is to acknowledge that, as indicated above, **THE HELLEKSON BARN LIMITED COMPANY** has appointed me, **FRANK C. WHIGHAM**, 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.

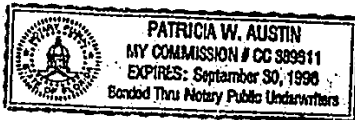
Dated this 6th day of March, 1997.

Frank C. Whigham
FRANK C. WHIGHAM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 25 AM 10:49

The foregoing instrument was acknowledged before me this 6th
day of March, 1997, by FRANK C. WHIGHAM, agent on behalf
of THE HELLEKSON BARN LIMITED COMPANY, a limited liability company.
He is personally known to me.

(Affix Notarial Seal)



Patricia W. Austin
Notary Public - State of Florida

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