

L 97 000001304  
BAUGHER, METTLER AND SHELTON  
LAWYERS

340 ROYAL POINCIANA PLAZA  
P.O. BOX 109

PALM BEACH, FLORIDA 33480

TELEPHONE (561) 833-9631

FAX (561) 655-2835

M. F. BAUGHER (1903-1982)

THOMAS M. METTLER

JOHN W. SHELTON

FRANCIS X. J. LYNCH

November 10, 1997

FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Stauffacher Family LLC

To Whom It May Concern:

With regard to the above, enclosed please find the following:

1. duplicate originals of the Articles of Organization for Stauffacher Family LLC,
2. this firm's check in the amount of \$285.00, representing the filing fee

and 3. a return self-addressed Federal Express mailer

Once the Articles of Organization have been filed, please return a copy of same to me in the enclosed Federal Express mailer.

Thank you for your assistance in this matter. Should you have any questions or comments in this regard, please feel free to contact me.

Sincerely,

  
FRANCIS X. J. LYNCH

FXJL/kh  
Enclosures

FILED  
97 NOV 21 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*285.00 \*\*\*\*285.00



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 13, 1997

FRANCIS X. J. LYNCH  
BAUGHER, METTLER AND SHELTON  
P.O. BOX 109  
PALM BEACH, FL 33480

SUBJECT: STAUFFACHER FAMILY LLC  
Ref. Number: W97000025690

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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 (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 297A00054624

ARTICLES OF ORGANIZATION  
OF  
STAUFFACHER FAMILY LLC

FILED  
97 NOV 21 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be STAUFFACHER FAMILY LLC ("Company"). The principal place of business and mailing address of the Company in Florida shall be 340 Royal Poinciana Plaza, Palm Beach, FL 33480.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than thirty (30) years from the date of the filing hereof with the Department of State, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a professional limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Francis X. J. Lynch, 340 Royal Poinciana Plaza, Palm Beach, FL 33480.

#### ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

#### ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

#### ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. Membership is limited to individuals related by blood or marriage to an existing member. Under no circumstances shall the membership be greater than seven (7) members. a member may transfer his, her or its interest in the Company as set forth in regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two (2) remaining members.

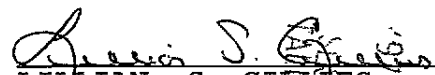
#### ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of

Organization. The names and address of the members of the Company are set forth in Exhibit "B".

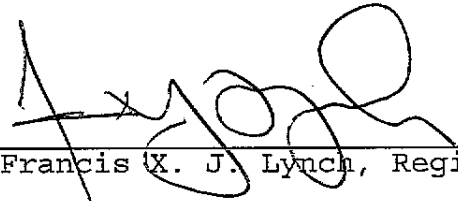
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at WATERTOWN, CONNECTICUT for the foregoing uses and purposes this TH day of NOVEMBER, 1997, and at Watertown, Connecticut this 5th day of November, 1997.

  
\_\_\_\_\_  
CHARLES D. STAUFFACHER

  
\_\_\_\_\_  
LILLIAN. S. GILLIES

CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for STAUFFACHER FAMILY LLC, as the place designated in its Articles of Organization, I agree to act in this capacity and to comply with the provisions of Section 608.415 of the Florida Statutes.

  
\_\_\_\_\_  
Francis X. J. Lynch, Registered Agent

STATE OF Connecticut )  
COUNTY OF Litchfield ) ss. Watertown

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of November, 1997 by CHARLES D. STAUFFACHER, who X personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 5<sup>th</sup> day of November, 1997.

Moris R. Bruckensmiller  
NOTARY PUBLIC  
My Commission Expires: 2/31/98  
AFFIX NOTARY SEAL

STATE OF Florida )  
COUNTY OF Palm Beach ) ss.

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of November, 1997 by LILLIAN S. GILLIES who personally known to me or who has produced NY DL # 784-117-281 as identification.

WITNESS my hand and official seal this 7<sup>th</sup> day of November, 1997

Judith Newman  
NOTARY PUBLIC  
My Commission Expires:  
AFFIX NOTARY SEAL

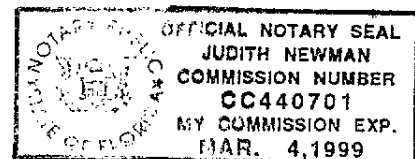


EXHIBIT "A"

CONTRIBUTIONS TO CAPITAL

<u>MEMBER</u>	<u>TYPE OF CONTRIBUTION</u>	<u>AMOUNT OF CONTRIBUTION</u>
CHARLES D. STAUFFACHER	cash	\$100.00
LILLIAN S. GILLIES	cash	\$100.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT "B"

MEMBERS

NAME

ADDRESS

CHARLES D. STAUFFACHER

2 Squire Road  
Roxbury, CT 06783

LILLIAN S. GILLIES

15 East View Lane  
Old Brookville, NY 11545

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of \_\_\_\_\_  
STAUFFACHER FAMILY LLC \_\_\_\_\_ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 200.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-.  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ -0-.
- 5) the total amounts of 2, 3 and 4 is \$ 200.00.

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)