

L980000016-08

Florida State Board  
Requestor's Name

1801 Hermitage Blvd  
Address

Tallahassee FL 32317  
City/State/Zip Phone # 413-1196

Office Use Only

FILED  
98 AUG 26 AM 11:00  
TALLAHASSEE, FLORIDA

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Card Stream Warehouse - CM  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_  
☐ Mail out ☒ Will wait ☐ Photocopy

- ☐ Certified Copy  
☐ Certificate of Status

RECEIVED  
98 AUG 26 PM 2:04  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

000002625840--0  
-08/26/98--01080--024  
\*\*\*\*285.00 \*\*\*\*285.00



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 26, 1998

FLORIDA STATE BOARD  
1801 HERMITAGE BLVD.  
TALLAHASSEE, FL 32317

SUBJECT: CAROL STREAM WAREHOUSE, LLC  
Ref. Number: W98000019561

FILED  
27 AUG 28 AM 11:00  
TALLAHASSEE, FL 32304

We have received your document for CAROL STREAM WAREHOUSE, 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):

Please note that we have RETAINED your \$285.00 payment.

The Registered Agent -- David E. Todd -- MUST SIGN a statement accepting his appointment.

ALSO, in addition to the ARTICLES OF ORGANIZATION, you must submit an AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. You may use our form which is attached.

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 598A00044259

**ARTICLES OF ORGANIZATION  
FOR  
CAROL STREAM WAREHOUSE, LLC**

**ARTICLE I**

The name of the limited liability company is CAROL STREAM WAREHOUSE LLC (the "Company").

**ARTICLE II**

The Company is organized for the exclusive purposes of acquiring real property (as defined in section 501(c)(25)(F) of the Internal Revenue Code of 1986, as amended (the "Code")) and holding title to, and collecting income from, such property, and remitting the entire amount of income from such property (less expenses) to its Member, which is an organization described in section 501(c)(25)(C) of the Code. It is intended that the Company at all times will be classified as a corporation for federal income tax purposes and will qualify as an organization exempt from federal income taxation under sections 501(a) and 501(c)(25) of the Code.

**ARTICLE III**

The Member shall have the right to terminate its interest in the Company either (a) by selling or exchanging its interest to any organization described in section 501(c)(25)(C) of the Code, provided however, that such sale does not result in the Company having more than 35 members as provided in the Articles of Organization, or (b) by having its membership interest redeemed by the Company upon 90 days notice.

**ARTICLE IV**

The Member of the Company shall have the right to dismiss the Company's investment advisor(s), following reasonable notice, upon an affirmative vote of a majority of the membership interests of the Company

FILED  
08 AUG 26 AM 11:00  
CLERK OF DISTRICT COURT  
DADE COUNTY, FLORIDA

#### ARTICLE V

The period of duration for the Company shall be perpetual.

#### ARTICLE VI

The mailing address and street address of the principal office of the Company is 1801 Hermitage Boulevard, Suite 600, Tallahassee, Florida 32308.

#### ARTICLE VII

The initial registered agent for service of process at the registered office of the Company is David E. Todd. The registered office of the Company is located at 1801 Hermitage Boulevard, Suite 100, Tallahassee, Florida 32308.

#### ARTICLE VIII

The initial member shall have the right to admit additional members provided that the total number of the Company's members does not exceed 35 and that each such member is a qualified organization within the meaning of section 501(c)(25)(C) of the Internal Revenue Code of 1986, as amended. Any such additional members shall be admitted in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the Regulations of the Company and as are not inconsistent with any provision of these Articles of Organization.

#### ARTICLE IX

The Company shall be managed by a manager and the name of such manager is the Florida State Board of Administration, a body corporate and governmental agency of the State of Florida (the "State Board"). The address of the State Board who is to serve as manager is 1801 Hermitage Boulevard, Suite 600, Tallahassee, Florida 32308.

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99 AUG 26 AM 11:00  
TALLAHASSEE, FLORIDA

## ARTICLE X


The Company shall not be dissolved by the occurrence of the event specified in Fla. Stat. Ann. § 608.441(1)(c) or by the bankruptcy of a member. In addition, the remaining members of the Company, if any, shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization this 25 day of August, 1998.

### MEMBER:

CAROL STREAM WAREHOUSE, LLC

By: Florida State Board of Administration, a body corporate and governmental agency of the State of Florida, as nominee for the System Trust Fund, its sole member

By:   
\_\_\_\_\_  
Douglas W. Bennett  
Chief Investment Officer, Real Estate

FILED  
25 AUG 26 11:00  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

CAROL STREAM WAREHOUSE, LLC

2. The name and the Florida street address of the registered agent are:

David E. Todd  
1801 Hermitage Boulevard  
Suite 100  
Tallahassee, Florida 32308

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.*



8/24/98

Signature

**Filing Fee: \$35 for Designation of Registered Agent**

FILED  
08 AUG 26 AM 11:00  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
FOR  
CAROL STREAM WAREHOUSE, LLC**

The undersigned sole member, Florida State Board of Administration, a body corporate and governmental agency of the State of Florida, as nominee for the System Trust Fund, deposes and says:

1. Carol Stream Warehouse, LLC has at least one member.
2. The total amount of cash contributed by the sole member is \$1,000
3. If any, the agreed value of non-cash property is \$ -0-
4. The amount of cash or property anticipated to be contributed is \$7,000,000
5. The total amounts of Items 2, 3, and 4 is \$7,001,000

FILED  
93 AUG 26 AM 11:00  
TALLAHASSEE, FLORIDA

**MEMBER:**

CAROL STREAM WAREHOUSE, LLC

By: Florida State Board of Administration, a body corporate and governmental agency of the State of Florida, as nominee for the System Trust Fund, its sole member

By: \_\_\_\_\_

Douglas W. Bennett  
Chief Investment Officer, Real Estate

In accordance with Fla. Stat. Ann. § 608.408(3), the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.