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KOOL ENTERPRISES, LLC

32466 Olde Franklin Dr.
Farmington Hills, Michigan 48334
888-318-9391
koolenterprises@juno.com

August 21, 1998

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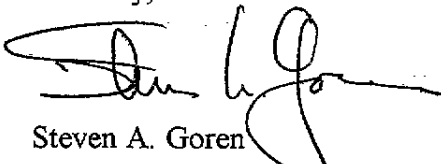
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam,

Enclosed, please find our Application for Authorization to conduct business in the State of Florida. We are about to close on a piece of property in the Ft. Lauderdale area and are in need of acknowledgement of receipt and/or acceptance of this application in order to close on a loan. If it would be possible to fax this receipt or acceptance, our fax number is 248-851-9751, or I can be reached directly by phone at 1-800-851-0824.

I appreciate your time.

Sincerely,


Steven A. Goren
for Kool Enterprises, LLC

WA8-19496

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

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SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 9, 1998

STEVEN A. GOREN
KOOL APARTMENTS, L.L.C.
32466 OLDE FRANKLIN DR.
FARMINGTON HILLS, MI 48334

SUBJECT: KOOL APARTMENTS, LLC
Ref. Number: W98000019496

We have received your document for KOOL APARTMENTS, LLC and your check(s) totaling \$302.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The registered agent must sign accepting the designation.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 898A00045761

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Kool Apartments, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

30 Elan Drive

N. Ft. Meyers, Florida 33917

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

The term of the Company shall be fifty (50) years from and after the date of the formation of the Company in accordance with and pursuant to the Florida Act, unless the Company is earlier dissolved in accordance with either the provisions of this Agreement or the Florida Act.

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Thomas Greenfield
50 Eland Drive
N. Ft. Meyers, FL 33917
941-674-4727

Ralph Papenfuse
Elizabeth Lake Road
Pontiac, Michigan 48341
248-335-6973

Steven A. Goren
32466 Olde Franklin Drive
Farmington Hills, Michigan 48334
248-851-0824

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ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

From the date of the formation of the Company, membership in the Company will be limited to:

- (a) Thomas Greenfield,
- (b) Ralph Papenfuse and
- (c) Steven A. Goren.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

10.2 Voluntary Withdrawal. Any Member may, at any time and for any reason, withdraw from the Company as a Member upon 90 days' prior written notice to such effect delivered to the Company and each other Member, provided, however, that, prior to dissolution and liquidation of the Company, no Member shall have any right to receive any return of its Capital Contributions or any positive balance in its Capital Account upon any such voluntary withdrawal unless agreed to by the remaining members. The remaining Members shall have the right in their sole discretion at any time within sixty (60) days of the removal to determine all net profits and net losses of the Company as of the date of such removal, to determine and deduct the amount of unpaid assessments and to make appropriate credits and debits to the Members' Capital Accounts. The Capital Account of the removed Member as of the date of determination shall be conclusively deemed to be the fair value of all of its Membership Interest and the payment provided for in this Section 10.3, shall be the full and only consideration for the redemption of the removed Member's Membership Interest.

10.3 Death or disability of a Member. Upon death of a Member, the Members estate shall receive his/her Capital Contributions or any positive balance in his/her Capital Account, plus that portion of the member's interest in the property. The remaining Members shall have the obligation to 1) determine all net profits and net losses of the Company as of the date of death, 2) determine and deduct the amount of unpaid assessments 3) to make appropriate credits and debits to the Members' Capital Accounts and 4) to get an appraisal on the value of the property. All of this must be completed within sixty (60) days of the notice of the death of the Member. The percentage of the Capital Account attributable to the deceased shall dictate the percentage of the property value. The remaining partners have 6 months from date of appraisal to pay the estate for the amount owing from the capital account and from the deceased Members interest in the equity in the property. The payment provided for in this Section shall be the full and only consideration for the redemption of the deceased Member's Membership Interest.

10.4 In event of total disability, the remaining members will follow the same format (see 10.3) with date commencing with first notice of said ability by the member or agent of the member.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Kool Apartments, L.L.C.

_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 35,000;
- 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.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 35,000.


Signature of a member or an 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.)

Thomas Greenfield

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

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**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: _____

_____ Kool Apartments, LLC _____

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

Thomas Greenfield

NAME

30 Eland Drive

Florida street address (P. O. Box **NOT** ACCEPTABLE)

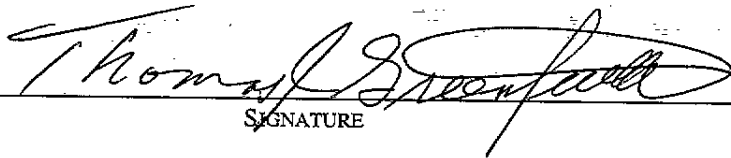
N. Ft. Myers

FL

33917

CITY, STATE AND ZIP

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.



SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

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