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WATKINS LAW FIRM, P.A.

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October 21, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: CHESTNUT-HIMES REALTY, L.C.

500002672515--5

-10/26/98--01093--011

\*\*\*\*\*337.50 \*\*\*\*\*337.50

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Organization for the above-referenced limited liability company. Also enclosed is our firm's check in the amount of \$337.50 which represents the following:

\$250.00 Filing Fee  
\$35.00 Designation of Registered Agent  
\$52.50 Certified Copy

Once the Articles have been filed, please forward a certified copy to my attention as soon as possible in the self-addressed, postage-paid envelope. Should you have any questions, please do not hesitate to call me.

Sincerely,

WATKINS LAW FIRM, P.A.

By

Allan C. Watkins  
Allan C. Watkins

ACW/wf  
Enclosures

L98-2427

Name	2-10-98
Availability	
Document	
Examiner	
Updater	
Update	
Verifier	
Acknowledgment	
W. P. Verifier	

**ARTICLES OF ORGANIZATION  
OF  
CHESTNUT-HIMES REALTY, L.C.**

FILED  
98 OCT 26 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Limited Liability Company shall be **CHESTNUT-HIMES REALTY, L.C.**, ("Company").

**ARTICLE II  
ADDRESS**

The principal places of business and mailing address is 2201 South Valrico Road, Valrico, FL 33594.

**ARTICLE III  
DURATION**

The Company shall commence its existence on the date of these Articles of Organization are filed with the Florida Department of State. The Limited Company's existence shall be perpetual, unless it is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV  
PURPOSES AND POWERS**

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

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The name and the street address of the Registered Agent of the Company in Florida is Mr. William G. Eichhorn, 2201 South Valrico Road, Valrico, FL 33594.

**ARTICLE VI  
CAPITAL CONTRIBUTIONS**

The Members of the Company shall contribute to the capital of the Company the cash or property or services to be performed as set forth as follows:

<u>Name</u>	<u>Capital Contribution</u>
Lowell P. Bialick 2600 Crescent Road Minnetonka, MN 55343	\$ 3000.00
William G. Eichhorn 2201 South Valrico Road Valrico, FL 33594	\$ 3000.00
James C. McKinney 7508 Edgewood Avenue Brooklyn Park, MN 55422	\$ 3000.00
Chad S. Rubin 360 Carlson Parkway Minnetonka, MN 55422	\$ 3000.00
Larry Braufman 3140 Sycamore Lane N. Plymouth, MN 55441	\$ 3000.00

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TALLAHASSEE, FLORIDA

#### ARTICLE VII ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Limited Company at such times and in such amounts as may be provided in the regulations adopted by the Members or, in lieu thereof, only upon the unanimous consent of all Members.

#### ARTICLE VIII ADMISSION OF NEW MEMBERS (Transferability of Interest)

No additional Members shall be admitted to the Limited Company except with the unanimous written consent of all the Members of the Limited Company and upon such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Limited Company as set forth in the regulations of the Limited Company, but the transferee shall have no right to participate in the management of the business and affairs of the Limited Company or become a Member unless all other Members of the Limited Company other than the Member proposing to dispose of his or her interest approve the proposed transfer by unanimous written consent.

#### ARTICLE IX TERMINATION OF EXISTENCE (Continuity of Life)

The Limited Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event

that terminates the continued membership of a Member of the Limited Company, unless the business of the Limited Company is continued by the consent of a majority interest of the remaining Members, provided that there are at least two remaining Members.

ARTICLE X  
MANAGEMENT BY MEMBERS

The Limited 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 Limited Company. These regulations may be contained in any provisions for the regulation and management of the affairs of the Limited Company not inconsistent with law or these Articles of Organization. The names and addresses of the managing Members of the Limited Company are:

<u>Name</u>	<u>Address</u>
Lowell P. Bialick	2600 Crescent Road Minnetonka, MN 55343
William G. Eichhorn	2201 South Valrico Road Valrico, FL 33594

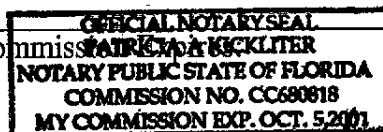
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes this 20<sup>th</sup> day of October, 1998.

William G. Eichhorn

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of October, 1998, by William G. Eichhorn, who is personally known to me or who has produced \_\_\_\_\_, as identification and who did take an oath.

Patricia A. Kiehlter  
Notary Public  
Print: \_\_\_\_\_  
My Commission Expires \_\_\_\_\_



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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Chestnut-Himes Realty, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

William G. Eichhorn

  
REGISTERED AGENT

c:\ChestnutLC

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TALLAHASSEE, FLORIDA

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### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Chestnut-Himes Realty, L.C. deposes and says:

1. the above named limited liability company has at least two members.
2. the total amount of cash contributed by the members is \$ 15,000.00
3. if any, the agreed value of property other than cash contributed by members is \$ 0.0  
A description of the property is attached hereto.
4. the amount of cash or property anticipated to be contributed by members is \$ 0.0
5. the total amounts of 2, 3 and 4 is \$ 15,000.00



(In accordance with §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.)

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TALLAHASSEE, FLORIDA