

DEC. 10. 1998 4:24PM HARLLEE PORGES

NO. 59617 P. 1/7

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4003

FROM: HARLLEE, PORGES, HAMLIN, KNOWLES, BALD & PRO
CONTACT: TOM PUTNAM
PHONE: (941)748-3770

ACCT#: 076077002227

FAX #: (941)746-4160

NAME: BADEN INVESTMENT L.L.C.

AUDIT NUMBER.....H98000023023

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES.....6

CERT. COPIES.....0

DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

12/10/98

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ARTICLES OF ORGANIZATION
OF
BADEN INVESTMENT L.L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE I. NAME

The name of this company shall be BADEN INVESTMENT L.L.C.; and shall be referred to herein as "the Company" or "this Company."

ARTICLE II. DURATION/CONTINUATION

The period of this company's duration shall be until December 15, 2050, unless terminated sooner by the unanimous written agreement of all of the members.

Joseph L. Najmy, Esq.
Fla. Bar No. 0847283
Harlee, Porges, et al.
1205 Manatee Avenue West
Bradenton, Florida 34205
(941) 748-3770

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DIVISION OF CORPORATIONS

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ARTICLE III. MAILING AND STREET ADDRESS

The mailing address and the street address for the Company is 301 99th Street North West, Bradenton, Florida 34209.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this Company is as follows:

H. Ray Baden
301 99th Street North West
Bradenton, Florida 34209

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ARTICLE V.
ADMISSION OF ADDITIONAL MEMBERS AND
TERMS AND CONDITIONS OF SUCH ADMISSIONS

Additional Members may be admitted by the unanimous consent of the existing Members of this Company.

ARTICLE VI. CONTINUATION OF COMPANY

Unless otherwise limited by Florida law, the remaining members shall continue the operation of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or on the occurrence of any other event which terminates the continued membership of a member in the Company.

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ARTICLE VII. MANAGEMENT OF COMPANY


The business of the Company shall be managed by H. Ray Baden and Sara B. Baden, the addresses of whom are shown below. H. Ray Baden and Sara B. Baden shall serve as the managers until the first annual meeting of the Members or until their successors are elected and qualify:

H. Ray Baden and Sara B. Baden
301 99th Street North West
Bradenton, Florida 34209

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization
on this 10 day of December, 1998.

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H. RAY BADEN


SARA B. BADEN

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.


H. Ray Baden

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STATE OF FLORIDA
COUNTY OF MANATEE

On December 10th, 1998, H. Ray Baden, designated above as the individual who shall serve as this corporation's Registered Agent, who is (☒) personally known to me and who did not take an oath personally appeared before me and signed these Articles Of Organization.



HELEN HARRINGTON
MY COMMISSION # CC430684 EXPIRES
December 29, 1998
BONDED THRU TROY FARM INSURANCE, INC.

Helen Harrington
Notary Public, State of Florida

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AFFIDAVIT OF CONTRIBUTIONS
BADEN INVESTMENT L.L.C.

STATE OF FLORIDA
COUNTY OF MANATEE

Before me, the undersigned authority, personally appeared H. RAY BADEN and
SARA B. BADEN, who on oath say:

1. That each of them is a Member of BADEN INVESTMENT L.L.C.
2. That BADEN INVESTMENT L.L.C., has at least one member.
3. That the amount of the cash and description and agreed value of the property other than cash currently contributed by the members is as set forth on the attached Schedule A.
4. That the amount anticipated to be contributed by the members is \$10,000,000.00.

FURTHER AFFIANTS SAYETH NOT.

H. Ray Baden
H. Ray Baden

Sara B. Baden
Sara B. Baden

SWORN TO AND SUBSCRIBED before me this 10th day of December, 1998, by H. RAY BADEN and SARA B. BADEN, who are ☒ personally known to me and who did not take an oath.



HELEN HARRINGTON
MY COMMISSION # 02430664 EXPIRES
December 28, 1998
BONDED THROUGH TRY FAN INSURANCE, INC.

Helen Harrington
Notary Public, State of Florida

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BADEN INVESTMENT L.L.C.
SCHEDULE A TO THE AFFIDAVIT OF CONTRIBUTIONS

Baden Investment L.L.C.

Projected Capital Contribution (stated at fair market value)

Stocks and Other	
Cash Equivalents	\$225,000.00
Real Estate	<u>495,000.00</u>

Total Current Contributions

\$720,000.00

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