

L98000003239

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

100002714581--1

-12/17/98--01059--007

****337.50 ****337.50

Office Use Only

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

1. Forest Group LLC documents
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 PM 4:15

☒ Walk-in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

Articles of Organization

| 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 type="checkbox"/> | Other |

| | |
|-------------------|--------------------|
| Name Availability | <i>[Signature]</i> |
| Document Examiner | <i>[Signature]</i> |
| Updater | <i>[Signature]</i> |
| Updater Verifier | <i>[Signature]</i> |
| Acknowledgement | <i>[Signature]</i> |
| W. P. verifier | <i>[Signature]</i> |

Examiner's Initials

THE FOREST GROUP, L.L.C. ARTICLES OF ORGANIZATION

The undersigned, being a member of the company, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is THE FOREST GROUP, L.L.C. (the "Company").

ARTICLE II. ADDRESS

The Company's principal street address is:

432 Eunice Road
Lakeland, Florida 33803

The mailing address of the Company is:

432 Eunice Road
Lakeland, Florida 33803

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ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event that terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority in interest of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, as the street address of the initial registered office of the Company and names INTRASTATE REGISTERED AGENT CORPORATION as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority in interest of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII. MANAGEMENT

The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Managers are as follows:

GENE ENGLE
432 Eunice Road
Lakeland, Florida 33803

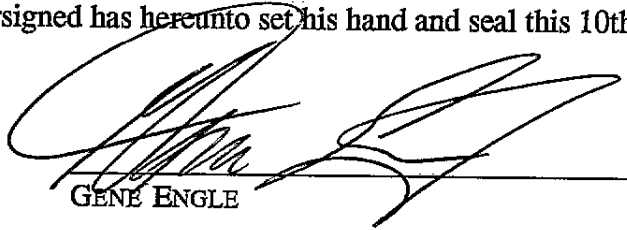
HEARTLAND LAKELAND FLORIDA LIMITED PARTNERSHIP
4650 Columbia Center
701 5th Ave.
Seattle, WA 98104
ATTN: James Reinhardsen

Each Manager shall serve in such capacity until the first annual meeting of the Members or until its successor is duly elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10th day of December, 1998.



GENE ENGLE

**STATE OF FLORIDA
COUNTY OF POLK**

The foregoing instrument was acknowledged before me this 15th day of December, 1998,
by GENE ENGLE, as a Member of the Company.

Personally Known ☒

Produced Identification ☐

Type of Identification ☐

Sandra G. Sheets
Notary Public--State of Florida

Print Notary Name: Sandra G. Sheets

My Commission Number is: CC 655945

My Commission Expires: 9/29/2001



Sandra G. Sheets
MY COMMISSION # CC655945 EXPIRES
September 29, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.

INTRASTATE REGISTERED AGENT CORPORATION

By: *Monica H. Miller*, as its Vice President
Registered Agent

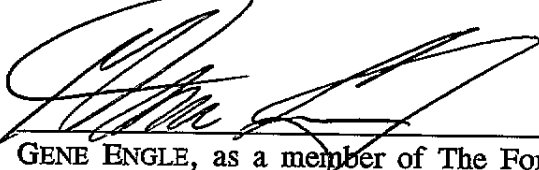
Dated: *December 17, 1998*

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF POLK

GENE ENGLE, being first duly sworn, deposes and says:

1. That he is a member of THE FOREST GROUP, L.L.C., a Florida limited liability company (the "Company");
2. That the Company has three members initially;
3. That the members of the Company have contributed \$-0- to the capital of the Company as of this date; and
4. The total amount of cash and property anticipated to be contributed to the Company by the members is \$10,000,000.



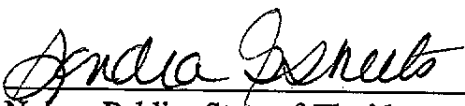
GENE ENGLE, as a member of The Forest Group, L.L.C.

The foregoing instrument was acknowledged before me this 15th day of December, 1998, by GENE ENGLE.

Sworn to (or affirmed) and subscribed before me this 15th day of December, 1998.

Personally Known ☒
Produced Identification _____
Type of Identification _____

LAK-158036.2:443



Notary Public--State of Florida
Print Notary Name: Sandra G. Sheets
My Commission Number is: CC 655945
My Commission Expires: 9/29/2001



Sandra G. Sheets
MY COMMISSION # CC655945 EXPIRES
September 29, 2001
BONDED THRU TROY FAIR INSURANCE, INC.