

L98000003435

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

December 9, 1998

Department of State
Division of Corporations
Limited Liability Company Section
Post Office Box 6327
Tallahassee, FL 32314-6327

100002718491--9
-12/22/98--01017--001
****285.00 ****285.00

SUBJECT: Minnewaukan, L.L.C.

Dear Staff:

Enclosed is an original and one (1) copy of each of the following: articles of organization for **Minnewaukan, L.L.C.**, certificate of designation of registered agent, affidavit of membership and contributions, and check for \$285 payable to Department of State for:

- \$250 LLC Original Filing Fee; and
- \$35 Certificate of Agent Filing Fee.

Carole J. Fleming
3518 Springland Drive
Orlando, FL 32818
Telephone: 407.897.2920

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Acknowledgement	DCC
W. P. Verifier	DCC

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STATE OF FLORIDA
FLORIDA DEPARTMENT OF STATE
LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

Pursuant to Section 608.407, Florida Statutes, the undersigned hereby submits these Articles of Organization for the purpose of forming a limited liability company.

ARTICLE I - Name

The name of the limited liability company is: **Minnewaukan, L.L.C.**

ARTICLE II - Address

The mailing address of the principal office and street address is: **3518 Springland Drive, Orlando, FL 32818.**

ARTICLE III - Duration

The period of duration for the limited liability company shall be **perpetual.**

ARTICLE IV - Management

The limited liability company is to be managed by the members and names and addresses of the managing members are **Carole J. Fleming, 3518 Springland Drive, Orlando, FL 32818** and **Rosemary Schultz, 22411 708th Avenue, Dassel, MN 55325.**

ARTICLE V - Admission of Additional Members

The members may restrict membership to a defined class of persons or entities.

ARTICLE VI - Members Right to Continue Business and Burden Membership Rights

The limited liability company and its members reserve the right to adopt regulations that burden member Financial Rights and Governance Rights with first purchase rights and payment terms upon exercise of first purchase rights; and the members shall have the right to continue the business of the limited liability company upon the occurrence of any event which terminates the continued membership of a member.

ARTICLE VII - Effective Date

These articles shall be effective at the earliest date permitted by law.

Dated: December 11th, 1998.

By: Carole J. Fleming
Carole J. Fleming, a Member

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Minnewaukan, L.L.C. deposes and says:

1. The above named limited liability company has at least one (1) member.
2. The total amount of cash contributed by the members is: \$1,000.
3. The agreed value of property other than cash contributed by member(s) is: \$0.00.
4. The amount of cash or property anticipated to be contributed by member(s) is: \$199,000.
5. The total amount of 2, 3, and 4 is: \$200,000.

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.

Carole J. Fleming
Carole J. Fleming

Dated: December 11th, 1998.

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TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **Minnewaukan, L.L.C.**
2. The name and address of the registered agent and office is: **Carole J. Fleming, 3518 Springland Drive, Orlando, FL. 32818.**

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TALLAHASSEE, FLORIDA

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.

Carole J. Fleming
Carole J. Fleming, Registered Agent
3518 Springland Drive
Orlando, FL 32818
Telephone: 407.523.9390

Dated: 12.11.98