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PLEASE REPLY TO:

Lake Wales  
November 23, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -4 AM 8:53

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

Re: First National Acceptance Company - Southeast, L.C.

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Organization for the above named proposed Florida corporation. Also enclosed is a \$337.50 check, representing payment of the following fees: file Articles of Organization - \$250.00; \$35.00 registered agent fee; and certified copy fee - \$52.50.

Upon approval and filing of these articles, please furnish a certified copy to the attention of:

Jacob C. Dykxhoorn  
Peterson & Myers, P.A.  
P.O. Box 1079  
Lake Wales, FL 33853

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-11/25/98--01055--001  
\*\*\*\*337.50 \*\*\*\*337.50

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,

*Jacob C. Dykxhoorn*

Jacob C. Dykxhoorn

JCD/bb  
enclosures

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

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DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION  
OF  
FIRST NATIONAL ACCEPTANCE - SOUTHEAST, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of this limited liability company is **First National Acceptance - Southeast, L.C.** ("company").

**ARTICLE II -- ADDRESS**

The mailing address of the company shall initially be **P. O. Box 4010, East Lansing, MI 48826**, and the street address of the principal office of the company shall initially be **241 East Saginaw #500, East Lansing, MI 48823**.

**ARTICLE III -- DURATION**

The company's existence shall begin upon the date and time these articles of organization are filed with the Florida Department of State. The company shall exist until **December 31, 2027**, which shall not be more than thirty (30) years from the date these articles are filed with the Florida Department of State, unless the company is earlier dissolved as provided in these articles of organization, the regulations of the company, or by applicable law.

**ARTICLE IV -- PURPOSES AND POWERS**

This company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under the Florida Limited Liability Company Act. The company shall have all the rights, privileges, and powers now or hereafter available to limited liability companies under the laws of the State of Florida.

**ARTICLE V -- REGISTERED OFFICE AND AGENT**

The name of the company's initial registered agent and the street address of the initial registered office

in the State of Florida is: **The Prentice-Hall Corporation Systems, Inc., 1201 Hays Street, Tallahassee, Florida 32301.**

#### **ARTICLE VI -- ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted to the company only if: (a) the manager consents in writing; (b) the additional member agrees to be bound by the terms and conditions of the regulations of the company; and (c) the additional member makes the required contribution to capital as determined by the manager of the company. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member, except as set forth in the regulations, unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### **ARTICLE VII -- MEMBERS RIGHTS TO CONTINUE BUSINESS**

The company shall be dissolved on the death, retirement, resignation, expulsion, insanity, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of a majority in interest of the remaining members, provided there are at least two remaining members.

#### **ARTICLE VIII -- MANAGEMENT**

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. Except as authorized by the manager, no member is an agent of the company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the company. The name and address of the company's initial manager, who shall serve as the manager of the company until the first annual meeting of members or until a successor is elected and qualified, is:

**Five Square Management, Inc.  
P.O. Box 4010  
East Lansing, MI 48826.**

#### **ARTICLE IX -- REGULATIONS**

The power to adopt, alter, amend, or repeal the regulations for the company shall be vested in the members of the company. The regulations may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. Regulations adopted by the members may be repealed or altered and new regulations may be adopted by the members, in accordance with the provisions of the regulations or the Florida Limited Liability Company Act, or any successor thereto.

**ARTICLE X -- AMENDMENT OF ARTICLES**

The company reserves the right to amend these articles of organization, from time to time, in any and as many respects as may be desired, in accordance with the manner and procedures now or hereafter provided by the Florida Limited Liability Company Act, or any successor thereto.

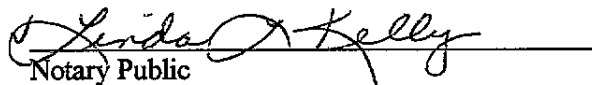
IN WITNESS WHEREOF, the undersigned organizer, being a member of the company, has made and subscribed these articles of organization, on this 17<sup>th</sup> day of December, 1998.

  
KENNETH J. FOOTE

STATE OF MICHIGAN

COUNTY OF Ingham

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 1998, by **KENNETH J. FOOTE**, who ☐ is personally known to me or ☐ has produced a driver's license as identification.

  
Notary Public  
Name of Notary: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

(SEAL)

**LINDA L. KELLY**  
Notary Public, Clinton County, MI  
Acting in Ingham County, MI  
My Comm. Expires May 12, 1999

**ACCEPTANCE OF REGISTERED AGENT**

Having been named in the articles of organization of **FIRST NATIONAL ACCEPTANCE - SOUTHEAST, L.C.**, as the registered agent of this limited liability company, the undersigned hereby consents to accept service of process for the foregoing named company at the place designated in the articles of organization, and accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent. The undersigned states that the undersigned is familiar with and accepts the obligations of the position as registered agent.

**The Prentice-Hall Corporation Systems, Inc.**

Dated: December 22, 1998

By: Karen B. Rozar  
Name: Karen B. Rozar, As Its Agent  
Title: \_\_\_\_\_  
Registered Agent

**AFFIDAVIT OF  
MEMBERSHIP AND CAPITAL CONTRIBUTIONS**

STATE OF MICHIGAN

COUNTY OF Ingham

On this day before me, the undersigned notary public, duly authorized in the State and County named above to administer oaths, personally appeared **KENNETH J. FOOTE**, as a member, or authorized representative of a member, of **FIRST NATIONAL ACCEPTANCE - SOUTHEAST, L.C.**, who, being by me first duly sworn, deposes and says upon oath as follows:

1. The above-named limited liability company has at least two members.
2. The total amount of cash contributed by the members is: \$ 0.00
3. If any, the agreed value of property other than cash contributed by members is:  
  
A description of the property is attached hereto and made a part hereof. **Not Applicable** \$ 0.00
4. The total amount of cash or other property anticipated to be contributed by the members is: \$ 10,000.00
5. The total amount of 2, 3, and 4 is: \$ 10,000.00

The affiant says nothing further.

Dated: December 17, 1998.

  
KENNETH J. FOOTE

SWORN TO AND SUBSCRIBED before me this 17 day of December, 1998, by **KENNETH J. FOOTE**, who ☒ is personally known to me or ☐ has produced a driver's license as identification.

  
Notary Public

Name of Notary: \_\_\_\_\_

Commission Expires: \_\_\_\_\_

(SEAL)