



THE UNITED STATES CORPORATION COMPANY

L99000000700

ACCOUNT NO. : 072100000032
REFERENCE : 128012 5801A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : February 8, 1999
ORDER TIME : 9:53 AM
ORDER NO. : 128012-005
CUSTOMER NO: 5801A
CUSTOMER: Mary Vlasak-snell, Esq
PAVESE GARNER HAVERFIELD
PAVESE GARNER HAVERFIELD
1833 Hendry Street
Fort Myers, FL 33901-3095

Form with fields: Name, Availability, Date, Examiner, Updater, Updater Verifier, Acknowledgment, W. P. Verifier. Includes handwritten 'L99-700' and '02-9'.

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DIVISION OF CORPORATIONS
99 FEB -9 AM 11:21

DOMESTIC FILING

NAME: WINN DIXIE GROVE, L.C.

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-02/09/99--01061--016
****337.50 ****337.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

99 FEB -9 AM 11:44
SECRETARY OF STATE
DIVISION OF CORPORATIONS

PAVESE, GARNER, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW

<http://pavesegarnar.com>

1833 HENDRY STREET
FORT MYERS, FLORIDA 33901

POST OFFICE DRAWER 1507
FORT MYERS, FLORIDA 33902-1507

(941) 334-2195
FAX (941) 332-2243

MARY VLASAK SNELL
(941) 336-6255

February 8, 1999

PLEASE REPLY TO
FORT MYERS OFFICE

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Re: **WINN DIXIE GROVE, L.C.**

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Organization, Affidavit of Membership and Contributions and Statement Designating Registered Agent and Office of the above referenced corporation, together with a check in the amount of \$337.50, said check allocated as follows:

\$250.00 - filing fee
\$35.00 - registered agent fee
\$52.50 - certified copy

Please certify and return one copy of the documents to this office.

Thank you for your cooperation in this matter.

Very truly yours,

Mary Vlasak Snell/mla

MARY VLASAK SNELL

MVS/mla
Enclosures

**ARTICLES OF ORGANIZATION OF
WINN DIXIE GROVE, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

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**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **WINN DIXIE GROVE, L.C.**, and its principal office shall be located at 7731 Bocilla Lane, Suite 12, in the City of Bokeelia, County of Lee, State of Florida, 33922, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law,

while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do. In addition, the business of the partnership shall be governed by the terms of the Winn Dixie Grove, L.C. Operating Agreement of even date herewith.

ARTICLE III

There shall be five (5) initial members of this limited liability company, whose names, addresses and percentage of ownership are as follows:

Russell Weintraub	20%
P. O. Box 767	
Bokeelia, FL 33922	

Steve Tieche	20%
4496 Windjammer Lane	
Suite 2-A	
Ft. Myers, FL 33919	

Cheryl Tieche 20%
7337 W. Anthony Road
Ocala, FL 34479

Ross Horsely 20%
13 Upland Terrace
Allegany, NY 14706

Diane Horsely 20%
13 Upland Terrace
Allegany, NY 14706

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ARTICLE IV
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V
MANAGEMENT

The limited liability company is to be managed by a manager, whose name and address is as follows:

Russell Weintraub
7731 Bocilla Lane, Suite 12
Bokeelia, FL 33922

ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members only upon the consent of members owning two-thirds (2/3rds) of the membership interests. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may be sold or otherwise transferred except (i) in the case of death, or (ii) in case of sale or other transfer, only after the other members have been given and failed to exercise a right of first refusal.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$585,000.00 cash shall be paid to the limited liability company by the members in proportion to their ownership interests. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their ownership interests.

ARTICLE VIII
PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to their ownership interest. The distributive share of the profits shall be determined and paid as agreed upon by members.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in proportion to their ownership interest.

ARTICLE IX
DURATION

This limited liability company shall exist in perpetuity or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE X
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 7731 Bocilla Lane, Suite 12, City of Bokeelia, County of Lee, State of Florida, and the name of the company initial registered agent at that address is RUSSELL WEINTRAUB.

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The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed articles of Organization of WINN DIXIE GROVE, L.C.

Executed by the undersigned at _____, on the ____ day of _____, 1998.

10/04/02 FL DL# W536-720-60-3040
8/27/05 FL DL# T200-783-59-3070
RUSSELL WEINTRAUB

5/07/63 FL DL# T200-101-63-667-0
STEVE TIECHE

Cheryl Tieche
CHERYL TIECHE

Ross Horsey
ROSS HORSELY

Diane Horsey
DIANE HORSELY

STATE OF FL)
COUNTY OF Lee)

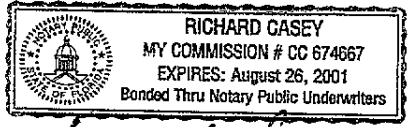
I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared RUSSELL WEINTRAUB, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

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~~1998~~
1999

WITNESS my hand and official seal this 13th day of January

Richard Casey
Notary Public, State of FL
My Commission number is:
My Commission expires:



*Notary only for
Russell Weintraub &
Steve Tieche*

Stella M. Roden
Stella M Roden
My Commission CC652205
Expires June 02, 2001
*Notary only for
Cheryl Tieche*

STATE OF _____)
COUNTY OF _____)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared STEVE TIECHE, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this _____ day of _____
1998.

Notary Public, State of _____
My Commission number is:
My Commission expires:

STATE OF _____)
COUNTY OF _____)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared CHERYL TIECHE, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this _____ day of _____
1998.

Notary Public, State of _____
My Commission number is:
My Commission expires:

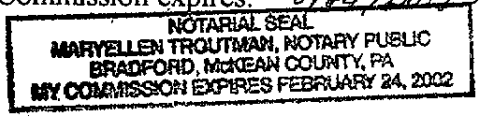
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STATE OF Pennsylvania)
COUNTY OF McKean)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared ROSS HORSELY, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 1st day of February,
~~1998~~ 1999.

Maryellen Troutman
Notary Public, State of Pennsylvania
My Commission number is:
My Commission expires: 2/24/2002

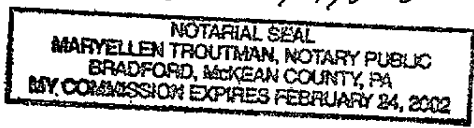


STATE OF Pennsylvania)
COUNTY OF McKean)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared DIANE HORSELY, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 1st day of February,
~~1998~~ 1999.

Maryellen Troutman
Notary Public, State of Pennsylvania
My Commission number is:
My Commission expires: 2/24/2002



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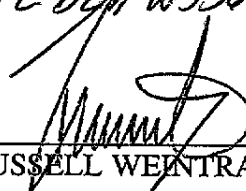
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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STATE OF FLORIDA)
COUNTY OF LEE)

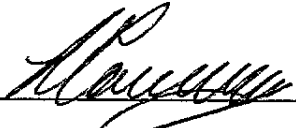
In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of WINN DIXIE GROVE, L.C., deposes and says:

1. The limited liability company identified above has five (5) members.
2. The total amount of cash contributed by the members is \$585,000.00.
3. The total amount of cash or property anticipated to be contributed by the members is \$972,000.00. This total includes the amounts from above.
4. If any, the agreed value of property other than cash contributed by members is NONE.

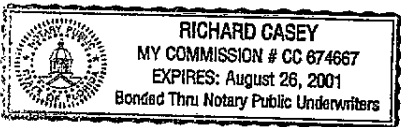
FL DL# W536-720-60-364-0
10/04/02


RUSSELL WEINTRAUB

1999 The foregoing instrument was acknowledged before me this 13th day of January, 1998, by RUSSELL WEINTRAUB, who is personally known to me or has produced FL Divers as identification.



Notary Public
State of Florida
My Commission Number is:
My Commission Expires:



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

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STATE OF FLORIDA)
)
COUNTY OF LEE)

Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

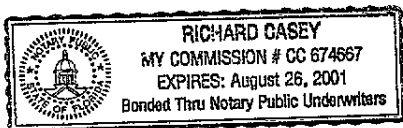
The name of the limited liability company is WINN DIXIE GROVE, L.C.

The name of the registered agent for WINN DIXIE GROVE, L.C. is RUSSELL WEINTRAUB, and the street address of the company's principal office where the agent is located is 7731 Bocilla Lane, Suite 12, Bokeelia, Lee County, Florida 33922.

This statement is to acknowledge that, as indicated above, WINN DIXIE GROVE, L.C. has appointed me, RUSSELL WEINTRAUB as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: This 13th day of January, ¹⁹⁹⁹~~1998~~. FL # W536-720-60-3640
[Signature] 10/04/02
RUSSELL WEINTRAUB, Registered Agent

¹⁹⁹⁹~~1998~~ The foregoing instrument was acknowledged before me this 13th day of January, 1999, by RUSSELL WEINTRAUB, agent on behalf of WINN DIXIE GROVE, L.C., a limited liability company and is personally known to me or has produced FL Drivers License as identification.



[Signature], Notary Public
My Commission Number is:
My Commission Expires: