

**L99000000805**  
VARNUM, RUDOLPH, SCHMIDT & HOWLETT  
ATTORNEYS AT LAW

BRIDGEWATER PLACE  
POST OFFICE BOX 352 • GRAND RAPIDS, MICHIGAN 49501-0352  
TELEPHONE 616/336-6000 • FAX 616/336-7000

ROBERT L. DIAMOND

DIRECT DIAL 616/336-6821

February 5, 1999

Department of State  
Divisions of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Attention: New Filings

Re: CRF Property Holding, L.L.C.

600002768206--5  
-02/08/99-01150-008  
\*\*\*\*285.00 \*\*\*\*285.00

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Organization for CRF Property Holding, L.L.C. along with the Affidavit of Membership and Contribution of Foreign Limited Liability Company and the Certificate of Designation of Registered Agent/Office. A check in the amount of \$285.00 is enclosed for the applicable filing fees. Evidence of filing should be returned to me in the self-addressed enveloped enclosed for your convenience.

Should you have any questions regarding the enclosed, please do not hesitate to call me at (616) 336-6828.

Very truly yours,

Robert L. Diamond GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT 5. - Add mailing Address  
DATE 2/11/99  
DOC. EXAM mgf

Robert L. Diamond

Robert L. Diamond

jif  
Enclosures  
SENT VIA FEDERAL EXPRESS

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

99 FEB - 8 PM 4:01

STATE  
DIVISION OF CORPORATIONS

**L99000000805**

**ARTICLES OF ORGANIZATION  
OF  
CRF PROPERTY HOLDING, L.L.C.**

99 FEB -9 PM 4:01  
DIVISION OF REVENUE  
STATE OF FLORIDA

1. *Name.* The name of this limited liability company is CRF Property Holding, L.L.C. (the "Company").

2. *Duration.* The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of 50 years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. *Purpose.* The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. *Registered Agent and Office.* The name of the initial registered agent of the Company is Charles R. Foley. The street address of the initial registered agent of the Company is 979 East Gulf Drive, Unit 464, Sanibel, Florida 33957.

5. *Place of Business.* The Company's place of business is 979 East Gulf Drive, Unit 464, Sanibel, Florida 33957. The mailing address shall be the same.

6. *Contributions to the Company.* The total amount of cash initially contributed to the Company by the members is \$1,000. No additional contributions have been agreed upon.

7. *Additional Members.* Additional members to the Company may be admitted, but only upon the unanimous consent of all current members.

8. *Termination of Membership.* Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

9. *Management of the Company.* The Company shall be managed by its member. The name and address of the managing member are Charles R. Foley. The street address of the initial registered agent of the Company is 979 East Gulf Drive, Unit 464, Sanibel, Florida 33957.

10. *Regulations.* The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.


11. *Date of Existence of the Company.* The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of the 5th day of February, 1999

  
\_\_\_\_\_  
Charles R. Foley

STATE OF MICHIGAN            )  
  ) ss.  
COUNTY OF KENT            )

I HEREBY CERTIFY that on this 5th day of February, 1999 before me personally appeared Charles R. Foley, known to me to be the person who executed the above instrument and who acknowledged before me that he executed the above instrument.

  
\_\_\_\_\_  
Jacqueline J. Fazekas  
Notary Public, Kent County, MI  
My commission expires: October 30, 2000

JACQUELINE J. FAZEKAS  
Notary Public, Kent County MI  
My commission expires Oct. 30, 2000

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

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

1. The name of the limited liability company is CRF Property Holding, L.L.C.
2. The name and address of the registered agent and office is:

Charles R. Foley

(Name)

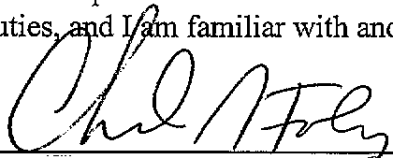
979 East Gulf Drive, Unit 464

(Address -- P.O. Box not acceptable)

Sanibel, FL 33957

(City/State/Zip)

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 obligations of my position as registered agent.



(Signature) Charles R. Foley

Feb. 5, 1999

(Date)

STATE OF MICHIGAN )

) ss.

COUNTY OF KENT )

I HEREBY CERTIFY that on this 5<sup>th</sup> day of February, 1999, before me personally appeared Charles R. Foley, known to me to be the person who executed the above instrument and who acknowledged before me that he executed the above instrument.



Jacqueline J. Fazekas  
Notary Public, Kent County, MI

My commission expires: October 30, 2000

JACQUELINE J. FAZEKAS  
Notary Public, Kent County MI  
My commission expires Oct. 30, 2000

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION  
OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member of CRF Property Holding, L.L.C. deposes and says:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member is \$1,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00 (a description of the property is attached and made a part hereof); and
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$1,000. The total includes amounts from 2 and 3 above.

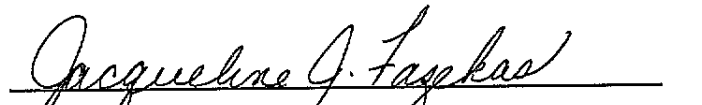


Signature of a member or authorized representative of a member. Charles R. Foley

(In accordance with Section 608.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF MICHIGAN    )  
                                  ) ss.  
COUNTY OF KENT     )

Sworn to and subscribed before me, a Notary Public in and for said County and State, by **Charles R. Foley** this 5<sup>th</sup> day of February, 1999.



Jacqueline J. Fazekas  
Notary Public, County of Kent, State of Michigan  
My commission expires: October 30, 2000

JACQUELINE J. FAZEKAS  
Notary Public, Kent County MI  
My commission expires Oct. 30, 2000