

Division of Corporations

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L99000003615

## Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

FREY VENTURES, L.L.C.

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**ARTICLES OF ORGANIZATION  
OF  
FREY VENTURES, L.L.C.**

**ARTICLE I. - NAME**

The name of the limited liability company shall be FREY VENTURES, L.L.C. (the "Company").

**ARTICLE II. - DURATION**

The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless such business is to be continued in accordance with the provisions hereof.

**ARTICLE III. - PURPOSE**

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

**ARTICLE IV. - MAILING ADDRESS AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company is:

9416 Sage Court  
Sanibel, Florida 33957

Prepared by: Guy E. Whitesman, Esq.  
Florida Bar No.: 334189  
1715 Monroe Street  
Fort Myers, FL 33901  
(941) 334-4121

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

The name and street address of the initial registered agent of the Company is:

**Name****Address**

M. William Frey

9416 Sage Court  
Sanibel, Florida 33957**ARTICLE VI. - MEMBERSHIP INTEREST**

The regulations of the Company shall provide that a member's interest in the Company shall be evidenced by a Certificate of Membership Interest issued by the Company, and the Company shall maintain a registry of those certificates.

**ARTICLE VII. - ADMISSION OF ADDITIONAL MEMBERS**

No additional members to the Company may be admitted, except with the unanimous written consent of the Members. No interest of a Member may be transferred except as provided in the Company's Regulations.

**ARTICLE VIII. - MEMBERS RIGHT TO CONTINUE BUSINESS**

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members shall continue the business of the Company, unless a vote to dissolve is passed by unanimous written agreement.

**ARTICLE IX. - MANAGEMENT OF THE COMPANY**

The Company shall be managed by not less than one (1) manager (the "Manager" or "Managers"). The following are the names and addresses of the initial Managers who shall serve as the Managers of the Company until their successors are elected and qualified:

**Name****Address**

M. William Frey

9416 Sage Court  
Sanibel, Florida 33957

Doris W. Frey

9416 Sage Court  
Sanibel, Florida 33957

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Thereafter, the Manager or Managers shall be elected as provided in the Company's regulations ("Regulations").

**ARTICLE X. - REGULATIONS**

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

IN WITNESS WHEREOF, the undersigned, being one of the original Members of the Company, has executed these Articles of Organization, this 16th day of June ; 1999.

  
M. WILLIAM FREY, Trustee of the M.  
William Frey Revocable Trust U/D/T dated  
April 21, 1995

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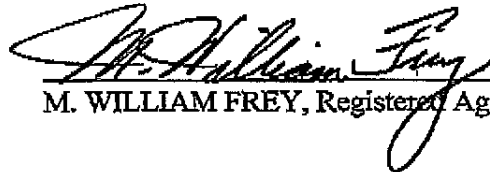
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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: FREY VENTURES, L.L.C.
2. The name and address of the registered agent and office is:

M. William Frey  
9416 Sage Court  
Sanibel, Florida 33957

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.


  
M. WILLIAM FREY, Registered Agent

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of FREY VENTURES, L.L.C. deposes and says:

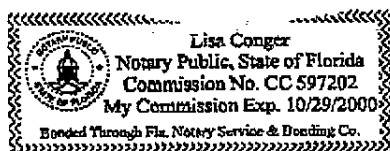
1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the Members is \$ 25,000.<sup>00</sup> The property other than cash contributed by the Members is described as None and the agreed value thereof is \$0.00.
3. The total amount of cash or property anticipated to be contributed by the Members is \$ 25,000.<sup>00</sup> This total amount includes the amounts from 2 above.

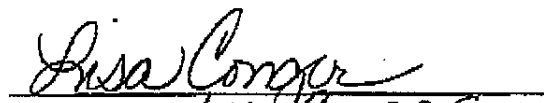
  
 M. WILLIAM FREY, Trustee of the M.  
 William Frey Revocable Trust V/D/T dated  
 April 21, 1995

STATE OF FLORIDA       )  
                                   )  
 COUNTY OF LEE        )       SS.:

BEFORE ME, the undersigned authority, personally appeared M. William Frey who after first being duly sworn, acknowledged that he executed before me the foregoing instrument on behalf of the said Company for the purposes therein expressed. He is personally known to me or produced FL drivers license as identification.

WITNESS my hand and official seal in the State of Florida this 16 day of June, 1999.



  
 Print Name: Lisa Conger  
 NOTARY PUBLIC, State of Florida

My Commission Expires: 10/29/2000

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