

M030000000625

(Requestor's Name)

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(Address)

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(Business Entity Name)

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01/16/03--01062--008 \*\*125.00

02/21/03--01103--023 \*\*1650.00

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2003 FEB 21 PM 2:39  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

W03-1535  
J. BRYAN JAN 17 2003  
J. BRYAN FEB 21 2003



# *Department of State*

## *Memorandum Office of the General Counsel*

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: February 20, 2003

RE: SAG-Sage, LLC

Based on my review of the file and the payments received from the LLC, it is my recommendation that this file be closed. LLC has paid outstanding report fees from 2000 of \$150.00 and foreign non-qualified penalties of \$1,500.00 assessed at the statutory minimum of \$500.00. LLC wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended LLC be issued a certificate of authority. Ms. Reiter indicates the LLC will be filing a corrected application including the required principal office address.

/gty

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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THE GOODMAN GROUP

February 20, 2003

**BY FEDERAL EXPRESS**

Mr. Joey Bryan  
Document Specialist  
Division of Corporations  
State of Florida  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: SAG-Sage, L.L.C. (Reference No. W03000001535)**  
**JBG-Sage, L.L.C. (Reference No. W03000001532)**

Dear Mr. Bryan:

We have forwarded the appropriate penalties assessed to the above-referenced entities to Mr. York at the Department of State as reflected by the attached correspondence.

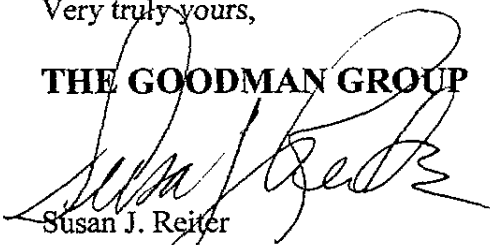
I am resubmitting a revised Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for each of the above-referenced entities. Pursuant to your Letter Numbers 703A00002631 and 703A00002634, your office has retained the following for each entity: (a) Certificate of Existence issued by the State of Delaware; (b) Designation of Registered Agent; and (c) Check in the amount of \$125.00 representing the \$100.00 filing fee for the Application and the \$25.00 filing fee for the Designation of Registered Agent.

When you have recorded the above, please notify Trevor Brumbley, the Document Specialist who forwarded me Letter Number 803A00000929, so that he can record the Sage Company Amendment to Partnership Registration (a copy of my transmittal to him is enclosed).

Thank you for your assistance with this matter. If you have any questions, please do not hesitate to contact the undersigned at (952) 361-8029.

Very truly yours,

**THE GOODMAN GROUP**

  
Susan J. Reiter

/sjr: Enclosures

cc: Mr. Trevor Brumbley, Document Specialist



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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1107 Hazeltine Boulevard

Chaska, Minnesota 55318

Telephone: 952/361-2900

Facsimile: 952/361-8010

[www.thegoodmangroup.com](http://www.thegoodmangroup.com)

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SAGE COMPANY

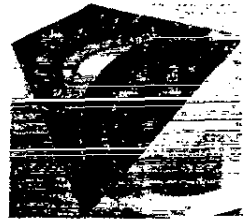
JOHN B. GOODMAN LIMITED  
PARTNERSHIP

SIDNEY'S MANAGEMENT  
CORPORATION

SAGE TRAVEL, INC.

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February 19, 2003

BY FEDERAL EXPRESS

Gerard T. York, Esq.  
Office of General Counsel  
Florida Department of State  
The R.A. Gray Building, Room 123  
500 South Bronough  
Tallahassee, Florida 32399-0250

**Re: SAG-Sage, L.L.C. (Reference No. W03000001535)**  
**JBG-Sage, L.L.C. (Reference No. W03000001532)**

Dear Mr. York:

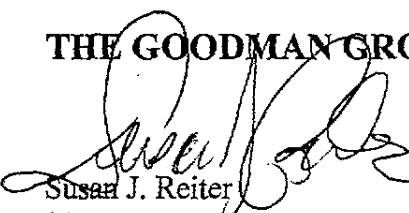
Please find enclosed, in connection with the above-referenced matters, the following:

1. Check No. 115683 dated February 19, 2003 in the amount of \$1,650.00 made payable to the Florida Department of State on behalf of JBG-Sage, LLC, together with your settlement offer dated February 18, 2003; and
2. Check No. 115682 dated February 19, 2003 in the amount of \$1,650.00 made payable to the Florida Department of State on behalf of SAG-Sage, LLC, together with your settlement offer dated February 18, 2003

Thank you for your assistance with this matter. I will, forward revised Applications for each entity to Brenda Tadlock at the Corporations Division. If you have any questions, please do not hesitate to contact me at (952) 361-8029.

Very truly yours,

THE GOODMAN GROUP

  
Susan J. Reiter

/sjr

Enclosures

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TALLAHASSEE, FLORIDA

1107 Hazeltine Boulevard

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CORPORATION

SAGE TRAVEL, INC.



**FLORIDA DEPARTMENT OF STATE**

**Kenneth Detzner**

**Secretary of State**

**OFFICE OF THE GENERAL COUNSEL**

---

**F A C S I M I L E   T R A N S M I T T A L**

**TO FAX NUMBER: 951-361-8060**

**Please deliver the following pages to:**

**NAME: Ms. Susan J. Reiter**

**COMPANY: SAG-Sage, LLC**

**CITY/STATE: Chaska, Minnesota**

**SENDER: Gerard T. York, Esq.,  
Assistant General Counsel**

**DATE/TIME: 02/18/03 3:53 PM**

**NUMBER OF PAGES (including transmittal sheet):2**

**FROM FAX: 850/245-6125**

**COMMENTS:** This communication is further to our conversation today regarding annual report fees and statutory penalties which would be assessed against SAG-Sage, LLC under section 608.502(4), Florida Statutes. We would offer to settle the issue of annual report fees and foreign non-qualified penalties from SAG-Sage, LLC for the sum of \$1,650.00, reflecting annual report fees from 2000 of \$150.00 and penalties from 2000 of \$1,500.00 assessed at the statutory minimum of \$500.00 per year. This offer remains in effect until April 30, 2003.

Upon completion of the application and receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of

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**2003 FEB 21 PM 2:39**  
**DIVISION OF CORPORATIONS**  
**TALLAHASSEE, FLORIDA**



**FLORIDA DEPARTMENT OF STATE**  
**Kenneth Detzner**  
**Secretary of State**  
**OFFICE OF THE GENERAL COUNSEL**

---

**F A C S I M I L E   T R A N S M I T T A L**

**TO FAX NUMBER: 952-361-8060**

**Please deliver the following pages to:**

**NAME: Ms. Susan J. Reiter**

**COMPANY: SAG-Sage, LLC**

**CITY/STATE: Chaska, Minnesota**

**SENDER:     Gerard T. York, Esq.,**  
**Assistant General Counsel**

**DATE/TIME:         02/18/03 3:53 PM**

**NUMBER OF PAGES (including transmittal sheet):2**

**FROM FAX:         850/245-6125**

**COMMENTS:** This communication is further to our conversation today regarding annual report fees and statutory penalties which would be assessed against SAG-Sage, LLC under section 608.502(4), Florida Statutes. We would offer to settle the issue of annual report fees and foreign non-qualified penalties from SAG-Sage, LLC for the sum of \$1,650.00, reflecting annual report fees from 2000 of \$150.00 and penalties from 2000 of \$1,500.00 assessed at the statutory minimum of \$500.00 per year. This offer remains in effect until April 30, 2003.

Upon completion of the application and receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of

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**2003 FEB 21 PM 2:39**  
**DIVISION OF CORPORATIONS**  
**TALLAHASSEE, FLORIDA**

**Corporations to issue SAG-Sage, LLC a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, 500 South Bronough, Room 123, The R.A. Gray Building, Tallahassee, Florida 32399-0250.**

**Please do not hesitate to contact me should you have any questions.**

**500 SOUTH BRONOUGH • ROOM 123, THE R.A. GRAY BUILDING  
• TALLAHASSEE, FLORIDA 32399-0250**

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2003 FEB 21 PM 2:39  
OFFICE OF GENERAL COUNSEL  
TALLAHASSEE, FLORIDA

TO: Gerry York, General Counsel's Office  
FROM: Brenda L. Tadlock, Registration Section  
DATE: February 14, 2003  
SUBJECT: SAG-SAGE, LLC  
REFERENCE: W03000001535

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2003 FEB 21 PM 2:39  
CLERK OF CIRCUIT COURT  
TALLAHASSEE, FLORIDA

Susan Reiter  
FAX  
952-361-8060

The attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 608, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office **and the required principal office address.**

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/blt

Attachments

Cash flow:  
hold general  
partnership  
interest

faxed copy-G4  
2/14/03



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THE GOODMAN GROUP



January 15, 2003

**BY EXPRESS MAIL**

Registration Section  
Division of Corporations  
State of Florida  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: SAG-Sage, L.L.C.**

Dear Sir or Madam:

Please find enclosed the following:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Existence issued by the State of Delaware;
3. Designation of Registered Agent; and
4. Check in the amount of \$125.00 representing the \$100.00 filing fee for the Application and the \$25.00 filing fee for the Designation of Registered Agent.

If you have any questions, please do not hesitate to contact the undersigned at (952) 361-8029.

Very truly yours,

**THE GOODMAN GROUP**

Susan J. Reiter

/sjr

Enclosures

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2003 FEB 21 PM 2:39  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1107 Hazeltine Boulevard

Chaska, Minnesota 55318

Telephone: 952/361-2900

Facsimile: 952/361-8010

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SAGE COMPANY

JOHN B. GOODMAN LIMITED  
PARTNERSHIP

SYDNEY'S MANAGEMENT  
CORPORATION

SAGE TRAVEL, INC.



FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

January 17, 2003

SUSAN J. REITER  
THE GOODMAN GROUP  
1107 HAZELTINE BLVD.  
CHASKA, MN 55318

SUBJECT: SAG-SAGE, LLC  
Ref. Number: W03000001535

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JUDICIAL DEPARTMENT  
TALLAHASSEE, FLORIDA

We have received your document for SAG-SAGE, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$5388.75.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

Please list the complete principal's office address. This address must be a street address; a post office box is not acceptable.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

We retained your certificate from Delaware along with Registered Agent designation in our office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call  
(850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 803A00002634

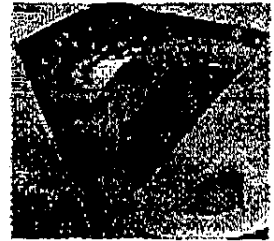
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TALLAHASSEE, FLORIDA



Feb. 14, 2003 12:26PM THE GOODMAN GROUP

No. 1053 P. 1

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## FACSIMILE COVER SHEET

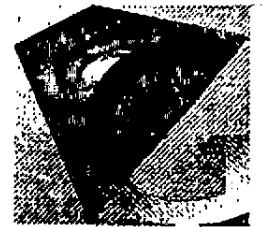
To: Ms. Brenda Tadlock Date: February 14, 2003  
Fax #: (850) 410-1015  
From: Susan Reiter Pages: 5, including this cover sheet.  
Subject: JBG-Sage, LLC and SAG-Sage, LLC

COMMENTS/REMARKS:

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2003 FEB 21 PM 2:39  
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TALLAHASSEE, FLORIDA

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January 15, 2003

**BY TELECOPY**  
(850) 410-1015

Ms. Brenda Tadlock  
Registration Section  
Division of Corporations  
State of Florida  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: SAG-Sage, L.L.C. (Reference No. W03000001535)**  
**JBG-Sage, L.L.C. (Reference No. W03000001532)**

Dear Brenda:

Thank you for speaking with me this morning regarding my incorrect filings for the above-referenced qualifications.

In 1998, John and Sidney Goodman's Minnesota attorney formed the two above-referenced limited liability companies as part of their respective estate plans. Over a two-year period they worked to obtain the necessary Internal Revenue Service revenue rulings for estate tax purposes. In 2002, when they received the revenue rulings and transferred their general partnership interests to the above-referenced entities, the estate planning attorney failed to file the appropriate documentation with the State of Florida. Perhaps this occurred due to the lengthy revenue ruling process.

As I indicated, last month I was working in the file and noticed that John and Sidney Goodman were still listed as general partners on the Florida Secretary of State Business Search feature and I set about correcting the record by preparing the Applications by Foreign Limited Liability Company for Authorization to Transact Business in Florida which I forwarded to your office by Federal Express on January 15, 2003. Unfortunately, when completing the forms I erroneously listed the "date first transacted business in Florida" as the same date the entities were formed. The general partnership transfers were not made effective until the revenue ruling was received. The correct "date first transacted business in Florida" is actually January 3, 2000 for each entity.

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TALLAHASSEE, FLORIDA

1107 Hazeltine Boulevard

Chaska, Minnesota 55318

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Facsimile: 952/361-8010

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SAGE COMPANY

JOHN B. GOODMAN LIMITED  
PARTNERSHIP

SIDNEY'S MANAGEMENT  
CORPORATION

SAGE TRAVEL, INC.

Ms. Brenda Tadlock  
February 14, 2003  
Page 2

While I was out of the office, we received your office's notification that the Applications had been rejected and requesting \$5,388.75 per entity as and for fees and penalties for the period of time the entities operated in the State of Florida without proper qualification which generated a great deal of anxiety. Our company is very particular about our corporate compliance procedures and your letters were most distressing particularly since I was not in the office to investigate and discover my mistake.

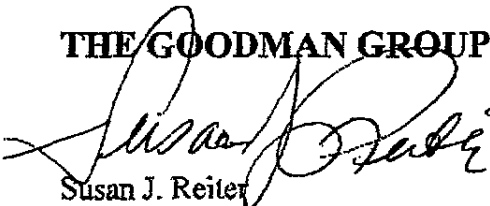
I am attaching copies of corrected Applications by Foreign Limited Liability Company for Authorization to Transact Business in Florida indicating the date we first conducted business as January 3, 2000. You have indicated that the fees and penalties due under this corrected date is now \$3,150 per entity.

Because this matter was truly an oversight on the part of the estate planning attorney and we have been diligent in registering with the State of Florida in all other areas, I am respectfully requesting a reduction of the penalties from \$1,000 per year to \$500. If acceptable to you, I will immediately file the corrected Applications and submit the appropriate fees and penalties to your office.

I truly appreciate your assistance and any latitude the State of Florida may offer in this matter. If you have any questions, please do not hesitate to contact the undersigned at (952) 361-8029.

Very truly yours,

**THE GOODMAN GROUP**



Susan J. Reiter

/sjr

Attachments

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2003 FEB 21 PM 2:39  
JAN 20 2003  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. SAG-Sage, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 41-1898918  
(FEI number, if applicable)
4. January 28, 1998  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. ~~January 28, 1998~~ January 3, 2000  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1107 Hazeltine Boulevard, Suite 200, Chaska, MN 55318  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

Sidney A. Goodman, 1107 Hazeltine Boulevard, Suite 200, Chaska, MN 55318

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Managing Partner  
of Sage Company

Sidney A. Goodman  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Sidney A. Goodman  
Typed or printed name of signee

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

SAG-Sage, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.

(Name)

526 E. Park Avenue

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

(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 the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

NRAI Services, Inc.

By: Sue Brodtmann

(Signature)

Sue Brodtmann, Asst. Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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2009 FEB 21 PM 2:39  
JULIUS CORPORATION'S  
TALLAHASSEE, FLORIDA



# Delaware

PAGE 1

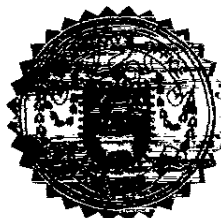
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAG-SAGE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SAG-SAGE, LLC" WAS FORMED ON THE NINTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2848561 8300

AUTHENTICATION: 2202309

030025737

DATE: 01-14-03