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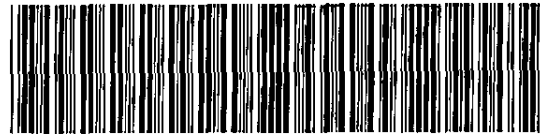
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FF \$125  
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Attorneys at Law | P.A.  
3601 W. 76th Street  
Suite 250  
Minneapolis, MN 55435  
952-646-0400  
952-646-0450 Fax

BLACKWELL  
IGBANUGO

Spiwe L.A. Pierce  
Direct Dial: 952-646-0434  
E-Mail: [spierce@blackwell-law.com](mailto:spierce@blackwell-law.com)

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TALLAHASSEE, FLORIDA

December 13, 2004

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Between a Rock and a Home Place, LLC  
Our File No: 54912-0001

Dear Registrar:


Please find the following documents for the foreign registration of the above referenced LLC in Florida:

- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
- Certificate of Designation of Registered Agent/ Registered Office;
- An original Certificate of Good Standing from the Minnesota Secretary of State;
- A check in the amount of \$155.00 for the filing fee and certified copy.

Please return all correspondence concerning this matter to the following:

Spiwe L.A. Pierce, Esq., Blackwell Igbanugo P.A., 3601 W. 76<sup>th</sup> Street, Suite 250,  
Minneapolis, MN 55435. For further information concerning this matter, please call me at 952  
646-0434.

Regards,

  
Spiwe L.A. Pierce

SLAP/aek  
Enclosures  
Cc: Cheevers

Troy, Michigan  
#-95158

Minneapolis, Minnesota  
[www.blackwell-law.com](http://www.blackwell-law.com)

Washington, D.C.

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY,  
BETWEEN A ROCK AND A HOME PLACE, LLC, FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with Section 608.503, Florida Statutes, the following is submitted to register a Foreign Limited Liability Company to transact business in the State of Florida.

**ARTICLE I  
NAME**

The name of the Limited Liability Company is Between a Rock and a Home Place, LLC.

**ARTICLE II  
JURISDICTION UNDER THE LAW OF WHICH FOREIGN LLC IS ORGANIZED**

Between a Rock and a Home Place, LLC is organized under the law of the state of Minnesota.

**ARTICLE III  
DATE OF ORGANIZATION**

Between a Rock and a Home Place, LLC was organized in the state of Minnesota on November 15, 2004.

**ARTICLE IV  
DURATION**

The duration of the Limited Liability Company is perpetual.

**ARTICLE IV  
DATE FIRST TRANSACTED BUSINESS IN FLORIDA**

Between a Rock and a Home Place, LLC has not commenced transacting business in Florida.

**ARTICLE IV  
PRINCIPAL OFFICE**

The principal office of the LLC is located at 15050 Cedar Ave. #116-174, Apple Valley, MN 55124-7046.

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**ARTICLE V  
MANAGERS**

The LLC is a manager-managed company. The name and usual business addresses of the managing members or managers are as follows:

John Cheever 15050 Cedar Ave. #116-174, Apple Valley, MN 55124-7046  
Denise Cheever 15050 Cedar Ave. #116-174, Apple Valley, MN 55124-7046

**ARTICLE VI  
CERTIFICATE OF EXISTENCE**

Attached is an original Certificate of Good Standing, 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.

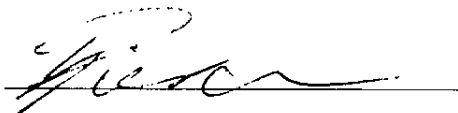
**ARTICLE VII  
NATURE OF BUSINESS OR PURPOSES TO BE CONDUCTED OR PROMOTED IN FLORIDA**

The purpose of the Limited Liability Company is to engage in legal activities in the home maintenance, rehabilitation and real estate investment business.

**ARTICLE VIII  
LIMITATION OF MANAGER LIABILITY**

No manager of this Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such manager as a manager; provided, however, that this Article shall not eliminate or limit the liability of a manager to the extent provided by applicable law.

I, the undersigned organizer certify that I am authorized to sign this Application and that the information in this Application is true and correct.



Spiwe L.A. Pierce, Esq.  
Blackwell Igbunugo P.A.  
3601 W. 76<sup>th</sup> Street, Suite 250  
Minneapolis, MN 55435

Questions about the filing of this Application should be directed at Spiwe L.A. Pierce at 952.646.0434.

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


Pursuant to the provisions of section 608.415 or 608.517, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the state of Florida.

### **ARTICLE I NAME**

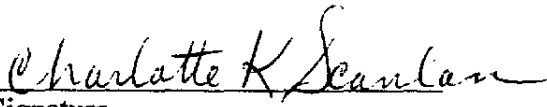
The name of the Limited Liability Company is Between a Rock and a Home Place, LLC.

### **ARTICLE II LOCATION OF REGISTERED AGENT**

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

  
Charlotte Scanlon  
16316 Willow Crest Way  
Fort Myers, FL 33908

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

  
Signature

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TALLAHASSEE, FLORIDA

# State of Minnesota

## SECRETARY OF STATE

### Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered to do business by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.


Name: Between a Rock and a Home Place, LLC

Date Formed or Registered: November 15, 2004

State of Organization: Minnesota

This certificate has been issued on November 29, 2004

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*Mary Kiffmeyer*  
Secretary of State.