

Document Number Only

M97000000093

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

Opus Estates, L.L.C.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 FEB 26 PM 6:53

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****140.00 ****140.00

☐ Profit

☐ NonProfit

☒ Limited Liability Company

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

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OK

2/26/97

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY 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:

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1. Opus Estates, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 41-1811425
(FEI number, if applicable)
4. May 26, 1995
(Date of Organization)
5. May 22, 2095
(Duration: Year limited liability company will cease to exist or "perpetual")
6. December 31, 1996
(Date first transacted business in Florida.)
7. 601 Second Avenue South, Suite 4950
Minneapolis, MN 55402-4328
(Street address of principal office)
8. C T CORPORATION SYSTEM
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,
Plantation, Florida 33324
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)
See 1 in Addendum

January 23, 1997
(Date)

[Signature]
(Signature of a Member or Authorized Representative of a member)
Vice President

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

C T Corporation System

By: *Susan J. Wanner*
(Signature)

1-27-97
(Date)

Susan J. Wanner
(Type Name of Officer)

Asst VP
(Title of Officer)

Addendum

The company is managed by a Board of Directors. The Directors are as follows:

Name and title:

Keith P. Bednarowski **MGR**

Address: 9900 Bren Road East, Suite 700; Minnetonka, MN 55343

Name and title:

John H. Agee **MGR**

Address: 601 Second Avenue South, Suite 4950; Minneapolis, MN 55402-4328

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

The undersigned member or authorized representative of a member of _____

Opus Estates, L.L.C.

deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 10,010,000.00

3) If any, the agreed value of property other than cash contributed by member(s) is
\$ -0-. This cash total includes amounts from 2 and 3 above.

4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 0. This total includes amounts from 2 and 3 above.

\$ 10,010,000.00



Signature of a member or authorized representative of a member.

(In accordance with section 608.406(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPUS ESTATES, L.L.C." 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 TWENTY-SEVENTH DAY OF JANUARY, A.D. 1997.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

8302094

DATE:

01-27-97