

Document Number Only

M98000001005

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

100002637281--2

-09/11/98--01060--026

\*\*\*\*293.75 \*\*\*\*293.75

Palm Beach Investment Advisers, LLC

- ☐ Profit  
☐ NonProfit  
☒ Limited Liability Co.  
☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

- ☐ Limited Partnership  
☐ Reinstatement

- ☐ Annual Report  
☐ Name Registration  
☐ Fictitious Name

- ☐ Other  
☐ Change of R.A.  
☐ UCC

☐ Certified Copy

☐ Photo Copies

☒ CUS

- ☐ Call When Ready  
☒ Walk In  
☐ Mail Out

- ☐ Call if Problem  
☐ Will Wait

- ☐ After 4:00  
☒ Pick Up

Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

SEP 11 1998

Thanks,  
Jeff

BM 9/11/98

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**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. Palm Beach Investment Advisers, LLC  
(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 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 21, 1998 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. September 1, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 249 Royal Palm Way, Suite 400, Palm Beach, Florida 33480

\_\_\_\_\_  
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>See 1 in Addendum</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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## Addendum

1. Name: Conley Brooks, Jr.  
Title: MGR  
c. 900 2nd Ave., Suite 300, Minneapolis MN 55402  
  
Name: John A. Clymer  
Title: MGR  
c. 900 2nd Ave., Suite 300, Minneapolis MN 55402  
  
Name: E. Thomas Welch  
Title: MGR  
c. 900 2nd A., Suite 300, Minneapolis MN 55402  
  
Address: Andrew M. Jarmel  
Title: MGR  
c. 30 North LaSalle Street, 36th Floor, Chicago <sup>IL</sup> ~~OH~~ 60602  
  
Name: Barry G. Hoyt  
Title: MGR  
c. 30 North LaSalle Street, 36th Floor, Chicago <sup>IL</sup> ~~OH~~ 60602


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

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The undersigned member or authorized representative of a member of Palm Beach Investment  
Advisers, LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 0.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 730,000.00 ;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 730,000.00 .  
(This total includes amounts from 2 and 3 above.)

  
\_\_\_\_\_  
**Signature of a member or authorized representative of a member.**

(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

\_\_\_\_\_  
John A. Clymer, Manager  
Typed or printed name of Signee

**Filing Fee: \$250.00 for Application and Affidavit**

**Addendum to Florida Affidavit of Membership and  
Contributions for Palm Beach Investment Advisers, LLC**

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Item 3: The following description of the property contributed by the members is attached and made a part of the Affidavit of Membership and Contributions for Palm Beach Investment Advisers, LLC being submitted to the Florida Secretary of State:

All of Palm Beach Investment Advisers, Inc.'s (i) assets, properties and rights including, but not limited to, inventory, fixed assets, patents and goodwill, its rights with respect to copyrights, trademarks, trade names, trade secrets, formulas, customer lists and know-how utilized in its business, (ii) right, title and interest in and to all contracts, commitments, leases, orders, and agreements; and (iii) indebtedness, claims, obligations, and liabilities incurred as of the date of this Agreement.

**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.

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1. The name of the Limited Liability Company is:

Palm Beach Investment Advisers, LLC

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

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

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

Plantation FL 33324

(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.*

C T CORPORATION SYSTEM

Michelle R. Gustesen - Asst. Secy.  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

*State of Delaware*  
*Office of the Secretary of State*

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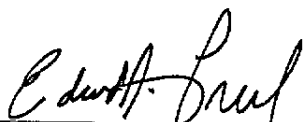
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALM BEACH INVESTMENT ADVISERS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

9283551

DATE:

09-02-98