

# M98000001402

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INTERNET MAIL:

Property description

FILE NO.: 53907.3

DIRECT DIAL: (919) 899-3143

00789-01115-00524-00671  
September 23, 1998

### VIA OVERNIGHT MAIL

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

200002648042--4  
-09/24/98--01043--010  
\*\*\*\*285.00 \*\*\*\*285.00

**Merrell/Chisholm, LLC**

Gentlemen:

I am enclosing herewith an original and one copy of the Application by Foreign Limited Liability Company for Authorization to Transaction Business in Florida (the "Application") along with the Certificate of Designation of Registered Agent/Registered Office, a Certificate of Existence from the North Carolina Secretary of State's office, and a check in the amount of \$285.00 representing the filing fee due with this Application.

Please file the Application upon receipt, and return the copy with the appropriate filing information to me at the address referenced above.

If you have any questions in connection with the Application, please do not hesitate to contact me.

Very truly yours,

*Lore Weber-Gottberg*  
Lore Weber-Gottberg  
Paralegal

W98-21942

lwg

enclosure

cc: Timothy S. Goettel, Esq.

Name	<i>mw</i>
Availability	<i>mw</i>
Document Examiner	<i>mw</i>
Updater	<i>mw</i>
Director	<i>mw</i>
Verifier	<i>mw</i>
Acknowledgement	<i>mw</i>
P. Verifier	<i>mw</i>

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 25 AM 8:30



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 24, 1998

LORE WEBER-GOTTBERG  
HUNTON & WILLIAMS  
P.O. BOX 109  
RALEIGH, NC 27602

SUBJECT: MERRELL/CHISHOLM, LLC  
Ref. Number: W98000021942

We have received your document for MERRELL/CHISHOLM, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

The affidavit must include a description of any property contributed.,

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) 487-6967. 850-410-1015

Michelle Hodges  
Document Specialist

Letter Number: 998A00048287

**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:*

1. Merrell/Chisholm, 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. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. North Carolina 3. 56-2002391  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 1, 1997 5. December 31, 2036  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. date of filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 8521 Six Forks Road  
Raleigh, North Carolina 27615  
(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>William M. Merrell</u>	<u>MGR</u>	<u></u>	<u></u>
<u>8521 Six Forks Road</u>		<u></u>	
<u>Raleigh, NC 27615</u>		<u></u>	
<u>Gary H. Knutson</u>	<u>MGR</u>	<u></u>	<u></u>
<u>8521 Six Forks Road</u>		<u></u>	
<u>Raleigh, NC 27615</u>		<u></u>	
<u>Connie H. Wells</u>	<u>MGR</u>	<u></u>	<u></u>
<u>8521 Six Forks Road</u>		<u></u>	
<u>Raleigh, NC 27615</u>		<u></u>	

FILED  
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DIVISION OF CORPORATIONS

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

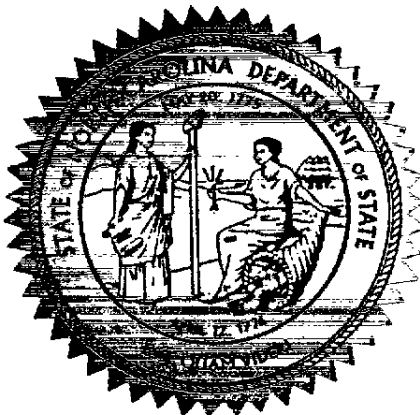
## CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

MERRELL/CHISHOLM, LLC

*is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 1st day of January, 1997, with a period of duration ending DEC 2036.*

I **FURTHER** *certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of the date of this certificate.*



**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 23rd day of September, 1998.

*Elaine F. Marshall*

Secretary of State

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: \_\_\_\_\_

Merrell/Chisholm, LLC

2. The name and address of the registered agent and office is:

Alfred Chisholm

(Name)

1200 Manati Ave

(P.O. Box not acceptable)

Coral Gables, FL 33146

(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.*

By: \_\_\_\_\_

(Signature)

08/26/98

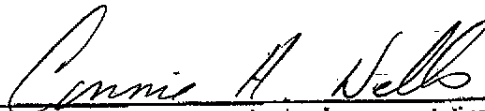
(Date)

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

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Merrell/Chisholm, LLC 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 \$ 332,587
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 167,313 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 500,000 . 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.)

**Filing Fee: \$ 52.50 for Affidavit**

Affidavit of Membership and Contribution of Foreign Limited Liability Company

Description of Property other than  
Cash Contributed by Members

Group 1-Furniture and Fixtures	\$ 64,194.20
Group 2-Computers and Equipment	93,833.80
Group 5-Leasehold Improvements	<u>9,285.00</u>
Total	\$167,313.00