

M99000001126

**DENISON MAXWELL P.L.C.**

A PROFESSIONAL LIMITED LIABILITY COMPANY

1750 SOUTH TELEGRAPH ROAD, SUITE 301  
BLOOMFIELD HILLS, MICHIGAN 48302-0179

TELEPHONE  
(248) 253-1100

FAX  
(248) 253-1142

ROBERT A. MAXWELL  
WALTER R. DENISON  
B. GERALD BARTUSH  
WILLIAM C. HANSON  
JAMES E. MULVOY  
ROBERT W. APPLEFORD  
ELAINE A. PARSON  
DAVID M. PRESTON  
DAVID R. APPLEFORD  
H. ALAN GOCHA

3581.25

00789-00645-00647-01114-00734-00676-00671

March 24, 1999

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

W99-8168

300002824953--7

-03/31/99--01034--005

\*\*\*285.00 \*\*\*285.00

300002824953--7

-07/20/99--01096--001

\*\*\*2081.25 \*\*\*2081.25

RE: Duhaime Stuart L.L.C.

Dear Sir/Madam:

Enclosed please find the following documents:

1. Application by Foreign Limited Liability Company for authorization to transact business in Florida with attached authenticated certificate of existence from the State of Michigan dated February 19, 1999
2. Affidavit of Membership and Contribution
3. Designation of Registered Agent
4. A check in the amount of \$285.00 to cover the cost of the filing fee and the Designation of Registered Agent fee.

Very truly yours,

*Walter R. Denison*

Walter R. Denison

W99A00017283

WRD/jeb  
Enclosures  
1807

Name Availability	<b>MJH</b>
Document Examiner	
Updater	
Updater Verifyer	
Acknowledgement	
W. P. Verifyer	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUL 20 PM 4: 27



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 6, 1999

WALTER R. DENISON  
DENISON MAXWELL P.L.C.  
1750 SOUTH TELEGRAPH ROAD, SUITE 301  
BLOOMFIELD HILLS, MI 48302-0179

SUBJECT: DUHAIME STUART L.L.C.  
Ref. Number: W99000008168

We have received your document for DUHAIME STUART L.L.C. 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 name listed in number one of the application must be identical to the name listed in the certificate of existence.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

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 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 and penalty fees is \$3581.25.

There is a balance due of \$3581.25.

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.

Michelle Hodges  
Document Specialist

Letter Number: 699A00017283

CARL F. ELLWANGER  
ATTORNEY AT LAW  
306 N. FLORIDA AVENUE  
STUART, FLORIDA 34994

MAILING ADDRESS  
POST OFFICE BOX 1860  
STUART, FLORIDA 34995  
TELEPHONE (561) 287-5013  
FAX NUMBER (561) 223-8767

May 24, 1999

Ms. Michelle Hodges  
Document Specialist  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: DUHAIME STUART L. L. C.  
Your Reference No. W99000008168

Dear Ms. Hodges:

I represent the above-captioned Limited Liability Company, organized in Michigan, but seeking to register to do business in Florida. I am also working with the Michigan attorney, Walter R. Denison, who likewise represents that company.

On February 2, 1996 Mr. Denison wrote the Florida Department of State requesting information on a Florida registration and for the necessary forms. A copy of that letter is enclosed herewith.

No reply to that letter was ever received, and Mr. Denison interpreted that lack of response to mean that he need do nothing further until contacted by your Department. However, all required Florida state tax returns were filed and the taxes paid.

Then in December, 1998 he received an undated and unsigned letter from your Department, a copy of which is enclosed herewith. He completed the enclosed forms, paid the requested fees, and sent them in to your Department on March 24, 1999.

Under date of April 6, 1999 you returned his filing to him, along with a letter requesting changes to conform to Florida law, and also penalties in the amount of \$3,581.25. A copy of your letter is also enclosed.

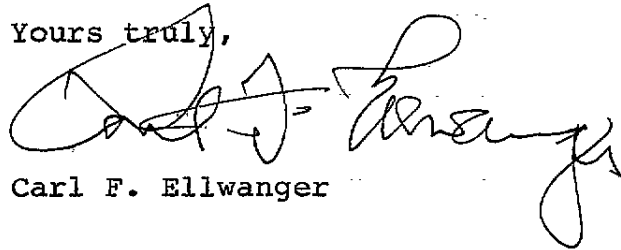
Although Section 608.503 (4), Florida Statutes, provides the mechanics for such penalties, I believe that imposition of them in this case would be manifestly unfair. Mr. Denison and the

Company have complied with every request made of them by your Department. Had they received a response to the letter sent on February 2, 1996, they would have complied immediately. To receive such a response over two and one-half years later, and then to be adjudged delinquent, is not right.

I request that you reconsider the imposition of penalties, so that we can effect the necessary changes to our documentation, and make our filing with you.

I appreciate your courtesy and cooperation, and would further request a response from you at the earliest possible date.

Yours truly,

A handwritten signature in cursive script, appearing to read "Carl F. Ellwanger". The signature is written in dark ink and is positioned to the right of the typed name.

Carl F. Ellwanger

Encls.

cc: Walter R. Denison, Esq.



**FLORIDA DEPARTMENT OF STATE**  
**Katherine Harris**  
**Secretary of State**  
**OFFICE OF THE GENERAL COUNSEL**

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**FACSIMILE TRANSMITTAL**

**TO FAX NUMBER: (561) 223-8767**

**Please deliver the following pages to:**

**NAME: Carl F. Ellwanger**

**COMPANY: Duhaime Stuart LLC**

**CITY/STATE: Stuart, Florida**

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

**DATE/TIME: 06/09/99 2:11 PM**

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

**FROM FAX: 850/922-5763 (Suncom 292-5763)**

**COMMENTS: This communication is in response to your letter of May 25, 1999, and our subsequent conversation, regarding annual report fees and statutory penalties assessed against Duhaime Stuart LLC under section 607.1502(4), Florida Statutes.**

**Duhaime Stuart, LLC, has filed an Application for a Certificate of Authority indicating it has transacted business in Florida since 1996. If this is correct, then an amount of \$3581.25 in penalties and annual report fees is now due. To avoid litigation, we would offer to settle the issue of foreign non-qualified penalties from Duratex of North America, Inc. for the sum of \$2081.25 reflecting annual report**

**fees from 1996 of \$581.25 and penalties from 1996 of \$1500 assessed at the statutory minimum of \$500 per year.**

**Upon receipt of a check for \$2081.25 amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Duhaime Stuart, LLC, a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.**

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

**If there are any problems in receiving this transmission, call Cara at 850/414-5536 or Suncom 994-5536.**

**LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250**

CARL F. ELLWANGER

ATTORNEY AT LAW

306 N. FLORIDA AVENUE  
STUART, FLORIDA 34994

June 21, 1999

MAILING ADDRESS  
POST OFFICE BOX 1860  
STUART, FLORIDA 34995

TELEPHONE (561) 287-5013  
FAX NUMBER (561) 223-8767

Gerard T. York, Esq.  
Assistant General Counsel  
Office of General Counsel  
Florida Department of State  
LL-10, The Capitol  
Tallahassee, Florida 32399-0250

Re: Duhaime Stuart, LLC  
Ref. No. W99000008168

Dear Mr. York:

Reference is hereby made to the above-captioned Limited Liability Company, which seeks to become licensed to do business in Florida, and your facsimile transmittal to me dated June 9, 1999.

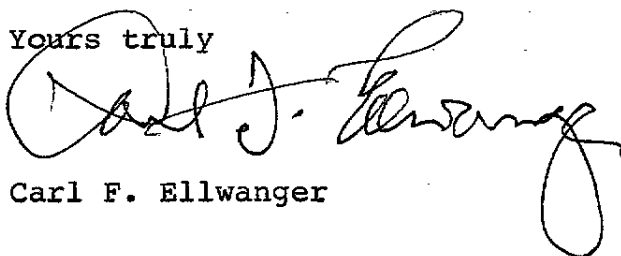
My client has accepted your settlement offer.

Enclosed herewith please find a check in the sum of \$2,081.25 covering penalties and annual report fees in connection with that Company.

Please issue and send to me a letter of acknowledgment that this Company is now legally licensed.

I thank you for your courtesy and cooperation.

Yours truly



Carl F. Ellwanger

Encl. check

**RECEIVED**

JUN 23 1999

Office of General Counsel  
Department of State





# *Department of State*

## *Memorandum Office of the General Counsel*

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TO: File

FROM: Gerard York, Assistant General Counsel

DATE: June 23, 1999

RE: Duhaime Stuart, LLC

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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 1996 of \$581.25 and foreign non-qualified penalties of \$ 1500.00 assessed at the statutory minimum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended LLC be issued a certificate of authority.

/gty

LAW OFFICES  
**DENISON MAXWELL P.L.C.**

A PROFESSIONAL LIMITED LIABILITY COMPANY

1750 SOUTH TELEGRAPH ROAD, SUITE 301  
BLOOMFIELD HILLS, MICHIGAN 48302-0179

ROBERT A. MAXWELL  
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DAVID R. APPLEFORD  
H. ALAN GOCHA

TELEPHONE  
(248) 253-1100

FAX  
(248) 253-1142

July 2, 1999

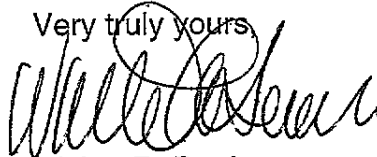
Michelle Hodges  
Florida Department of state  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Duhaime Stuart L.L.C.

Dear Mrs. Hodges:

Pursuant to a conversation I had with your office this morning, I am returning the original Duhaime Stuart LLC documents.

Very truly yours,



Walter R. Denison

WRD/jeb  
Enclosures  
CC: Carl F. Ellwanger, Esq.  
1807.2

**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. Duhaime Stuart, 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. Michigan 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 1/24/96 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 1/24/96  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 30910 Franklin Road, Franklin, MI 48025

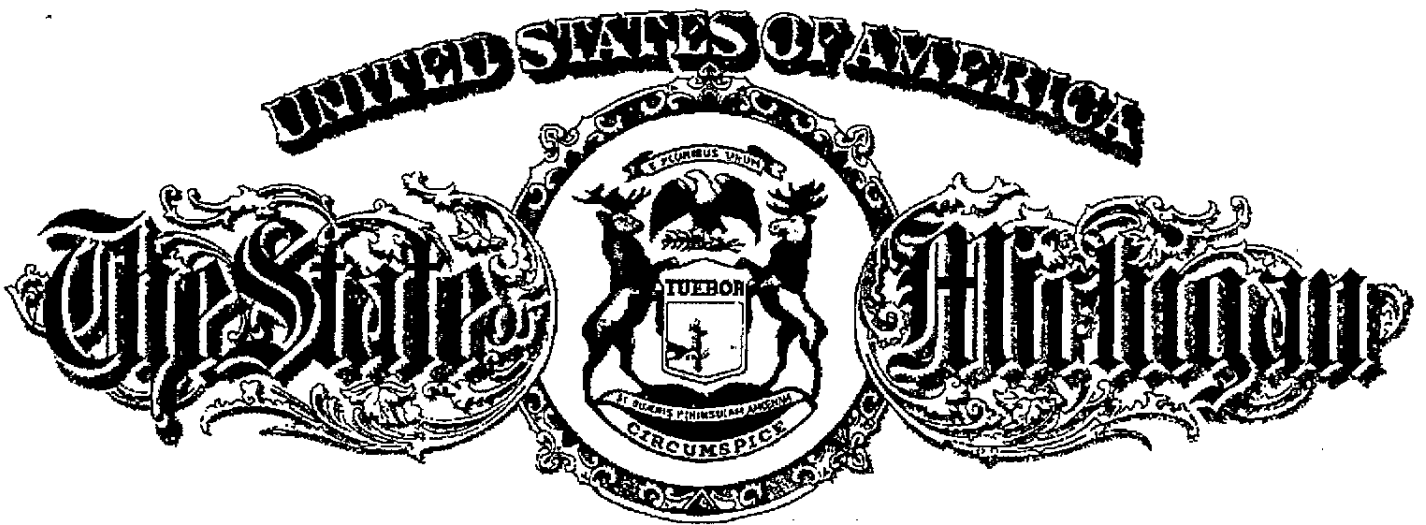
(Street address of principal office)

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>Kathleen Denison</u> <u>30910 Franklin Road</u> <u>Franklin, MI 48025</u>	<u><del>MGRM</del></u> <u>Operator</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUL 20 PM 1: 27

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.)



Michigan Department of Consumer and Industry Services

Lansing, Michigan

*This is to Certify That*

**DUHAIME STUART, L.L.C.**

*a Michigan limited liability company, filed Articles of Organization in this office on January 24, 1996.*

*I FURTHER CERTIFY that the Articles are in full force and effect as of this date, and a Certificate of Dissolution has not been filed.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 7th day of July, 1999.*

*Julie Croll*

, Director

Corporation, Securities and Land Development Bureau

**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:

Duhaime Stuart, LLC

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

James Duhaime

(Name)

5004 SW Bermuda Way

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

Palm City

34990

FL

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.*

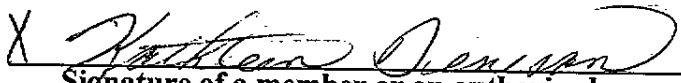
*James Duhaime*  
(Signature)

**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 Duhaime Stuart, LLC.  
\_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ -0-;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 200,000.00  
(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 \$ 200,000.00  
(This total includes amounts from 2 and 3 above.)

X   
**Signature of a member or an 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.)

KATHLEEN DENISON  
Typed or printed name of signee

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

UNIT 905, THE PRINCESS OF HUTCHINSON ISLAND, STUART, FLORIDA

4502-610-0085-000/5