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State of Indiana
Office of the Secretary of State

CERTIFICATE OF ORGANIZATION
of
CULVER'S OF MERRILLVILLE, LLC

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Organization of the above Domestic Limited Liability Company (LLC) have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

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2002 FEB 11 AM 9:02

MORRIS W. CARTER
RECORDER

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

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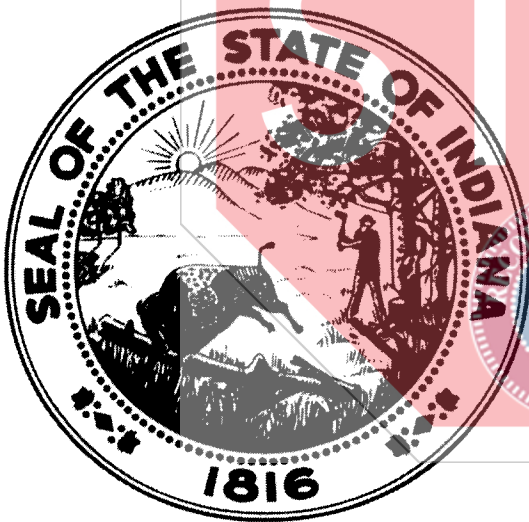
This Document is the property of
the Lake County Recorder!

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, January 31, 2002.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, January 31, 2002.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE



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M.A.
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ARTICLES OF ORGANIZATION

State Form 49459 (10-00)
Approved by State Board of Accounts 1999

SUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.
Upon completion of filing, the Secretary of State will issue a receipt.

Indiana Code 23-18-2-4
FILING FEE: \$90.00

ARTICLES OF ORGANIZATION

The undersigned, desiring to form a Limited Liability Company (*hereinafter referred to as "LLC"*) pursuant to the Indiana Business Flexibility Act, Indiana Code 23-18-1-1, et seq. as amended, executes the following Articles of Organization:

ARTICLE I - NAME AND PRINCIPAL OFFICE

Name of LLC (*the name must include the words "Limited Liability Company", "L.L.C.", or "LLC"*)

Culver's of Merrillville, LLC

Principal Office: The address of the principal office of the LLC is: (*optional*)

Post office address

541 Plainfield

City

Darien

State

IL

ZIP code

60561

ARTICLE II - REGISTERED OFFICE AND AGENT

Registered Agent: The name and street address of the LLC's Registered Agent and Registered Office for service of process are:

Name of Registered Agent

Lexis Document Services, Inc.

Address of Registered Office (*street or building*)

55 Monument Circle, Suite 1424

City

Indianapolis

Indiana

ZIP code

46204

ARTICLE III - DISSOLUTION

- The latest date upon which the LLC is to dissolve: _____
- The Limited Liability Company is perpetual until dissolution.

ARTICLE IV - MANAGEMENT

- The Limited Liability Company will be managed by its members.
- The Limited Liability Company will be managed by a manager or managers.

In Witness Whereof, the undersigned executes these Articles of Organization and verifies, subject to penalties of perjury, that the statements contained herein are true,

this 30th day of January, 2002.

Signature

Printed name

William J. Cotter

This instrument was prepared by: (*name*)

William J. Cotter

Address (*number, street, city and state*)

8182 South Cass Avenue, Darien IL

ZIP code

60561

60561

