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DEBORAH L. PEYTON, RECORDER/REGISTRAR
DELAWARE COUNTY IOWA

ARTICLES OF ORGANIZATION

THE IOWA STATE BAR ASSOCIATION

Official Form No. 112

Recorder's Cover Sheet

Preparer Information:

Jude C. Milbert
229 1st Avenue East
Dyersville, Iowa 52040
563-875-9113

Taxpayer Information:

Main Street Market on Franklin, LLC
1416 110th Avenue
Dundee, Iowa 52038

ⓧ Return Document To:

MILBERT FINANCIAL & TAX SERVICES INC.
Jude C. Milbert
229 1st Avenue East
Dyersville, Iowa 52040

Grantors:

Donald and Kathy McCurdy

Grantees:

Main Street Market on Franklin, LLC

Legal Description:

Document or instrument number of previously recorded documents:

339717

2007 JAN 10 AM 10:20
SECRETARY OF STATE
IOWA

Prepared by: Jude C. Milbert, 229 1st Ave E, Dyersville, Iowa 52040 (563) 875-91

**ARTICLES OF ORGANIZATION
OF
MAIN STREET MARKET ON FRANKLIN, LLC**

The undersigned, Donald McCurdy and Kathy McCurdy, Organizer of a Limited Liability Company organized under the Iowa Limited Liability Company Act, Chapter 490A, Code of Iowa, do hereby adopt the following Articles of Organization for such Limited Liability Company.

**ARTICLE I
NAME OF THE LIMITED LIABILITY COMPANY**

The name of the Limited Liability Company shall be
MAIN STREET MARKET ON FRANKLIN, LLC

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 1416 110th Avenue, Dundee, Delaware County, Iowa, 52038. The initial Registered Agent at such address is Donald McCurdy.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the principal office of the Limited Liability Company is 1416 110th Avenue, Dundee, Iowa 52038.

**ARTICLE IV
PERIOD OF DURATION**

The Limited Liability Company's existence shall commence on January 15, 2007, and shall continue for a period of ninety-nine (99) years, unless sooner dissolved pursuant to the terms of its operating agreement, or as otherwise provided by law.

**ARTICLE V
WRITTEN OPERATING AGREEMENT**

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Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written Operating Agreement of the Limited Liability Company, as amended and in existence from time to time.

**ARTICLE VI
MANAGERS**

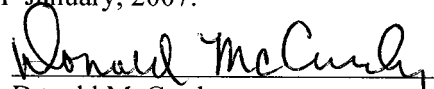
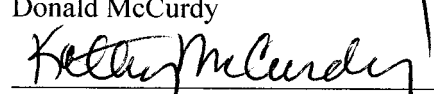
The business and affairs of the Limited Liability Company shall be governed by manager(s). The actions of a member of any other person acting in any capacity other than as a manager of the limited liability company shall not bind the Limited Liability Company.

**ARTICLE VII
LIMITATION OF LIABILITY OF MANAGERS**

Manager(s) of the Limited Liability Company shall not be liable to the Limited Liability Company or its members for monetary damages for breach of fiduciary duty as a manager; provided, however, that this limitation of liability does not apply to any of the following:

1. Breach of the manager's duty of loyalty to the Limited Liability Company or its members.
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
3. Transaction from which the manager derives an improper personal benefit or a wrongful distribution in violation of Iowa Code §490A.807.

IN WITNESS WHEREOF, the aforesaid Organizer has caused the execution of the foregoing Articles of Organization on this 5th day of January, 2007.


Donald McCurdy

Kathy McCurdy

Organizers of MAIN STREET MARKET ON FRANKLIN, LLC.

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STATE OF IOWA)
) ss:
COUNTY OF Delaware)

On this 5th day of January, 2007, before the undersigned, a Notary Public in and for the State of Iowa, personally appeared Donald McCurdy and Kathy McCurdy, to me personally known to be the persons named in and who executed the foregoing as their voluntary act and deed.



Rachel L. Leytem
Notary Public in and for the State of Iowa



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