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2006 JAN 12 P 12:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

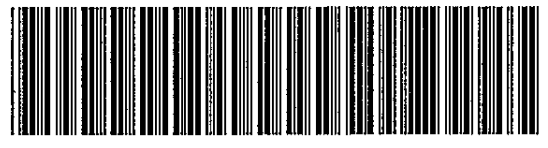
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Martin A Pinilla
& Graciela C. Pinilla
Mesquite at Shiloh Place, LLC
2005 JAN 12 P 12:49 4906 San Amaro Drive
Coral Gables, FL 33146
SECRETARY OF STATE
TALLAHASSEE, FLORIDA Tel. (305) 667-9670

State of Florida
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
(850) 245-6051

January 10, 2006

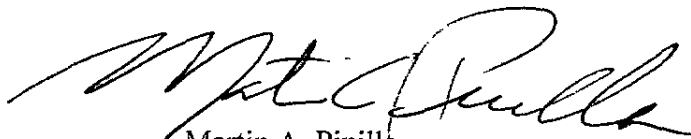
Attn. Registration Section, Division of Corporations:

Please accept the enclosed documents and filing fees for registration of MESQUITE AT SHILOH PLACE, LLC, as a duly incorporated limited liability company of the State of Florida.

Enclosed are: Two (2) notarized copies of the articles of organization drafted according the requirements of Florida Statute section 608 and signed by the incorporating parties; and a check for \$155.00 to cover the filing fees and the cost of one certified copy.

Please contact me should any further materials or information be required.

Kind regards,


Martin A. Pinilla

01/10/06
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**ARTICLES OF ORGANIZATION
OF
MESQUITE AT SHILOH PLACE, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is MESQUITE AT SHILOH PLACE, LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in the ownership, operation, maintenance and management of the property located at 511 SHILOH DR., LAREDO, TX 78045, an apartment building, and any and all related business activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business.

The mailing address for the Company is 4906 SAN AMARO DR., CORAL GABLES, FL 33146 and the street address of the place of business for the Company is 511 SHILOH DR., LAREDO, TX 78045. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

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

GABRIEL D. PINILLA, ESQ

4906 SAN AMARO DR., CORAL GABLES, FL 33146

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,

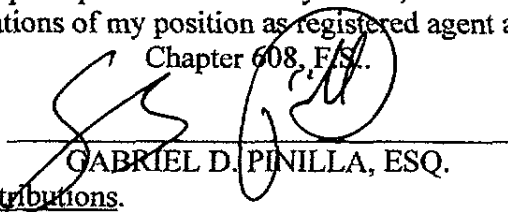
I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to

the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

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SECRETARY OF STATE
- TALLAHASSEE, FLORIDA


GABRIEL D. PINILLA, ESQ.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have two members. One will serve as the primary interest holder and will be entitled to all profits and be accountable for losses. The second will serve in a limited capacity, primarily involved for the purpose of protecting any creditors' interests in the Company's property.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company.

Name:	Position:
MARTIN A. PINILLA	<u>MEMBER</u>
GRACIELA C. PINILLA	<u>MEMBER</u>

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

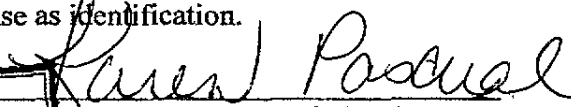
Executed on January 10, 2006, in CORAL GABLES, STATE OF FLORIDA, COUNTY OF MIAMI-DADE, MESQUITE AT SHILOH PLACE, LLC, a Florida limited liability company, by:


MARTIN A. PINILLA

2006 JAN 12 P 12:49

GRACIELA C. PINILLA
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me on January 10, 2006, by MARTIN A. PINILLA & GRACIELA C. PINILLA as Member of MESQUITE AT SHILOH PLACE, LLC, who produced a Florida Driver's License as identification.


Karen Pascual
Notary Public — State of Florida



(Seal)