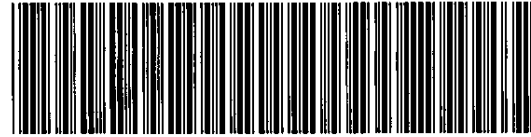


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TALLAHASSEE, FLORIDA

C. LEWIS
JUN 8 2011
EXAMINER

LAW OFFICES OF
BORNSTEIN & SMITH
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
2138 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020-6716

MARVIN T. BORNSTEIN
BOARD CERTIFIED IN WILLS,
TRUSTS AND ESTATES LAW
BOARD CERTIFIED IN TAX LAW
STEVEN H. SMITH
BOARD CERTIFIED IN WILLS,
TRUSTS AND ESTATES LAW

TELEPHONE (954) 925-3538
TELEFAX (954) 925-5661

May 26, 2011

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

**Re: Articles of Organization of PALM GARDENS APTS #1, L.L.C. and
PALM GARDENS APTS #2, L.L.C.**

Gentlemen/Mesdames:

With reference to the above captioned matter enclosed herewith please find the following:

1. The original Articles of Organization of **PALM GARDENS APTS #1, L.L.C. and PALM GARDENS APTS #2, L.L.C.**; and
2. Our trust account check in the amount of \$250.00 for the filing and registered agent designation fee for each company.

Thank you in advance for your prompt attention to this matter.

Cordially,


STEVEN H. SMITH

Enclosures (as stated)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 1, 2011

LAW OFFICES OF BORNSTEIN & SMITH
ATTN: STEVEN H. SMITH
2138 HOLLYWOOD BLVD.
HOLLYWOOD, FL 33020-6716

SUBJECT: PALM GARDENS APTS #2, L.L.C.
Ref. Number: W11000029907

We have received your document for PALM GARDENS APTS #2, L.L.C. and your check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The registered agent must have a Florida street address. A post office box is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 511A00013368

ARTICLES OF ORGANIZATION
OF
PALM GARDENS APTS #2, L.L.C.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is: **PALM GARDENS APTS #2, L.L.C.**

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the 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. **MAILING AND STREET ADDRESS OF COMPANY**

The street address and mailing address of the place of business in Florida for the Company is:

Street Address:

PALM GARDENS APTS #2, L.L.C.
11200 SW 1st Street
Plantation, FL 33325

Mailing Address:

PALM GARDENS APTS #2, L.L.C.
P.O. Box 15910
Plantation, FL 33318

5. **REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent in Florida for the Company is:

PHIL LARK
11200 SW 1st Street
Plantation, FL 33325

6. **ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine in their sole discretion.

7. **CONTINUITY OF BUSINESS**

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

8. **MANAGEMENT**

The Company is to be managed by its Managing Member. The name and address of the initial one (1) Managing Member who is to serve until his successor is elected and qualified is:

PHIL LARK
P.O. Box 15910
Plantation, FL 33318

9. **RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or b written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company as may be entered into from time to time.

10. **RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. **AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

12. **REGULATIONS**


Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

13. **AUTHORIZED REPRESENTATIVE**

The name and address of the Authorized Representative signing these Articles is :


PHIL LARK
P.O. Box 15910
Plantation, FL 33318

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this 24 day of May, 2011.



Signature of Witness
Steven Smith

Printed Name of Witness



Signature of Witness
Marcy Bader

Printed Name of Witness



PHIL LARK
Authorized Representative


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF BROWARD

On this 24 day of May, 2011, before me personally appeared PHIL LARK, the Authorized Representative of **PALM GARDENS APTS #2, L.L.C.**, a Florida Limited Liability Company to be formed, who is personally known to me to be the individual described in and who executed the foregoing, and who acknowledged before me that he executed the same for the purposes expressed therein.

My Commission Expires:



Notary Public, State of Florida

 **STEVEN H. SMITH**
MY COMMISSION # EE 036562
EXPIRES: February 20, 2015
Bonded Thru Budget Notary Services

FILED

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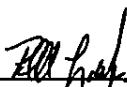
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507 OF FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 **PALM GARDENS APTS #2, L.L.C.**
2. The name and address of the registered agent and office is:

PHIL LARK
~~PHIL LARK~~ 11200 SW 1st Street
Plantation, FL ~~33318~~ 33325

Having been named as registered agent and to accept service of process of 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.



PHIL LARK
Registered Agent

Dated: 5/24/11