

# L95000000204

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WRITER'S DIRECT NUMBER

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March 13, 1995

VIA FEDERAL EXPRESS

Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, FL 39399

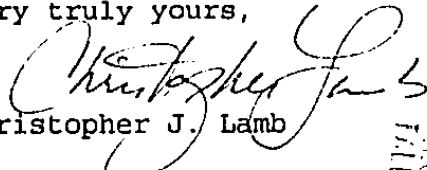
RE: Walden Pond Development, L.C.

Dear Sir or Madam:

I have enclosed the original and one copy of the articles of organization for the referenced limited liability company. Please accept the original articles for filing with the Secretary of State and return two certified copies of the articles to me in the enclosed, self-addressed Federal Express envelope. I have also enclosed a check in the amount of \$390.00 payable to the Secretary of State for the filing and the certified copies.

Thank you for your prompt attention to this matter. If you have any questions, please contact me.

Very truly yours,

  
Christopher J. Lamb

Enclosures

*File*  
*2-15*

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FBI

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FILED

ARTICLES OF ORGANIZATION  
OF

WALDEN POND DEVELOPMENT, L.C.

1. Name. The name of the limited liability company is WALDEN POND DEVELOPMENT, L.C.
2. Duration. The existence of the company shall commence on the date of filing of these Articles with the office of the Secretary of State of Florida and shall exist until December 31, 2048.
3. Principal Office. The mailing and street address of the principal office of the company is 499 Boynton Bay Circle, Boynton Beach, Florida 33435.
4. Registered Agent and Registered Office. The street address of the company's registered office is c/o Florida Affordable Housing, Inc., 499 Boynton Bay Circle, Boynton Beach, Florida 33435, and the name of the company's registered agent at such address is Brian J. Hinners.
5. Additional Members. Additional members of the company may be admitted upon the consent of all the members and under the terms and conditions set forth in the company's operating agreement, as amended from time to time.
6. Continuity. Upon the occurrence of an event which causes the termination of a member of the company, the remaining members of the company may continue the business of the company.
7. Management. The company shall be managed by its members. The names and street addresses of the managing members are:

Florida Affordable Housing, Inc.  
499 Boynton Bay Circle  
Boynton Beach, Florida 33435

and

MBI Equities Corp.  
725 Cuthbert Boulevard  
Cherry Hill, New Jersey 08002.

IN WITNESS WHEREOF, these Articles of Organization are executed by one of the members of the Company.

ATTEST:

FLORIDA AFFORDABLE HOUSING, INC.

Joseph L. Borek  
Secretary

By: Thomas G. Hinners (SEAL)  
Thomas G. Hinners, President

*Not Seal*

STATE OF FLORIDA        )  
                                  ) ss.  
COUNTY OF PALM BEACH)

On this 13th day of March, 1995, Thomas G. Hinners, the President of Florida Affordable Housing, Inc., came before me and did execute these Articles of Organization for Walden Pond Development, L.C.

Mary J. Warner  
Notary Public

My Commission Expires: 10-30-95

Affidavit

STATE OF FLORIDA        )  
                                  ) ss.  
COUNTY OF PALM BEACH)

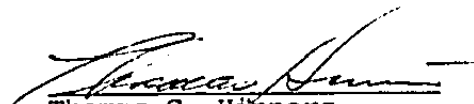
On this 13th day of March, 1995, Thomas G. Hinners, the President of Florida Affordable Housing, Inc., came before me and did depose and say:

1. My name is Thomas G. Hinners. I am the President of Florida Affordable Housing, Inc., one of the members of Walden Pond Development, L.C.

2. Walden Pond Development, L.C. has at least two members.

3. The following is the amount of cash and a description and the agreed value of property other than cash contributed by the members and the amount of assets anticipated to be contributed by each of the members of Walden Pond Development, L.C.:

<u>Name of Member</u>	<u>Amount of Cash and/or Description and Value of Property Contributed</u>	<u>Anticipated Contribution</u>
FLORIDA AFFORDABLE HOUSING, INC.		\$50,000.00
MBI EQUITIES CORP.		\$50,000.00

  
Thomas G. Hinners

SWORN AND SUBSCRIBED BEFORE ME on the day and year first set forth above.

  
Notary Public

My Commission Expires: 10-30-95

Acceptance of Designation as Registered Agent


I, Brian H. Hinners, do hereby accept the foregoing designation as registered agent for Walden Pond Development, L.C., and I am familiar with and accept the obligations of registered agent for that company.

*Brian J. Hinners*

Brian J. Hinners

FILED  
95 MAR 14 PM 12:58  
STATE OF FLORIDA  
TALLAHASSEE

**FILE NOW: Fee after May 1, will be \$263.75**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b> 96 MAR 14 AM 9:56 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> \$ 238.75		Annual Report \$100.00 + \$138.78 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company WALDEN POND DEVELOPMENT, L.C. 499 BOYNTON BAY CIRCLE BOYNTON BEACH FL 33435		DOCUMENT # L95000000204			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 03/14/1995	
				3a. State of Formation FL	
				4. FET Number 22-3425351	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report	
				6. Certificate of Status Desired <input type="checkbox"/> \$15 Additional Fee Required	
7. Name and Address of Current Registered Agent HINNERS, BRIAN J C/O AFFORDABLE HOUSING, INC. 499 BOYNTON BAY CIRCLE BOYNTON BEACH FL 33435			8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE <u>Brian J. Hinnners</u> <small>(Registered Agent Accepting Appointment) (FET) (Registered Agent signature required when re-instating)</small>				DATE <u>2/6/96</u>	
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	FLORIDA AFFORDABLE HOU	499 BOYNTON BAY CIRCLE		BOYNTON BEACH FL	
MGR	MBI EQUITIES CORP.,	725 CUTHBERT BOULEVARD		CHERRY HILL NJ	
608001747000 03/18/95 - 01060 - 001 ****238.75 ****238.75					
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: <u>Tom Hinnners, Tom Hinnners</u> <u>2/6/96</u> (407) 735-9777					