

L99000000204

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000000844 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850)922-4003

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)541-3694  
Fax Number : (305)541-3770

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 13 AM 11:16

LIMITED LIABILITY COMPANY

SENECA D& E, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
of 2 W. P. Verifier	DCC

L99000000204

1/12/99 11:09 AM



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 12, 1999

PEDRO A. MARTIN  
1221 BRICKELL AVE  
MIAMI, FL 33131

SUBJECT: SENECA D&E, L.L.C.  
REF: W99000000798

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

FAX Aud. #: H99000000844  
Letter Number: 999A00001415

RECEIVED  
99 JAN 13 AM 10:32  
SECTION OF STATE  
TALLAHASSEE FLORIDA

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

49900000844

**ARTICLES OF ORGANIZATION  
OF  
SENECA D&E, L.L.C.**

**ARTICLE I - Name**

The name of the Limited Liability Company is SENECA D&E, L.L.C. (the "Company").

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Company is c/o Jose R. Boschetti, 2901 SW 8 Street, Suite 204, Miami, Florida 33135.

**ARTICLE III - Nature of Business**

This Company is being formed for the following purposes:

a. To acquire, finance, and develop that real property consisting of the following: (i) a portion (approximately 13 acres of land) of that property located in the SENECA PLAT, according to the Plat thereof recorded in Plat Book 165, Page 9 of the Public Records of Broward County, Florida, (ii) the lake slope area adjacent to the western boundary of such land, and (iii) the lake surface drainage area necessary for the development of such property.

b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

**ARTICLE IV - Duration**

The Company shall exist for a period of thirty (30) years from the date of filing these Articles of Organization, unless continued by consent of a 2/3's majority of the members or unless sooner dissolved in accordance with Florida law.

**ARTICLE V - Management**

The daily, usual course of business of the Company will be managed by its managing member (the "Managing Member"). The Managing Member shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Managing Member shall also hold the office and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require the consent of a 2/3's majority of the members. The name and address of the Managing Member who is to serve is as follows:

Prepared by Greenberg & Traurig  
Pedro A. Martin FBN- 261637  
1221 Brickell Ave  
(305) 579-0545

49900000844

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 13 AM 11:11

H99000000844

Jose R. Boschetti  
2901 SW 8 Street  
Miami, Florida 33135

**ARTICLE VI - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and condition of the admissions shall be subject to a vote of a 2/3's majority of the existing members and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

**ARTICLE VII - Members Rights to Continue Business**

The right, if given, of the remaining members of the Company to continue the business in the event of the termination of the Company due to 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 remaining or surviving members may continue in the business of the Company provided that a majority of the remaining members agree to do so in writing.

**ARTICLE VIII - Registered Agent and Office**

The street address of the Company's initial registered office is 1221 Brickell Avenue, Suite 2100, City of Miami, County of Miami-Dade, State of Florida 33131, and the name of its initial registered agent at such office is Pedro A. Martin.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 11 AM 11:16

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of SENECA D&E, L.L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415 or §608.507.

  
By: Pedro A. Martin, as Agent

Dated: January 11, 1999.


H99000000844

49900000844

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of SENECA D&E, L.L.C. deposes and says:

- 1. the above named Company has at least two members;
- 2. the total amount of cash contributed by the members is \$1,000.00.
- 3. if any, the agreed value of property other than cash contributed by members is 0.
- 4. the total amount of cash or property anticipated to be contributed by members is \$1,000.00. This amount includes amount from 2 and 3 above.

  
 \_\_\_\_\_  
 Signature of member or authorized representative of a member  
 Jose R. Boschetti

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 99 JAN 13 AM 11:11

(In accordance with §609.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts herein are true.)

49900000844