

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8370 • (800) 342-8368 • FAX (850) 224-1122

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Boynston Shoppes, LLC

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**ARTICLES OF ORGANIZATION
FOR
BOYNTON SHOPPES, LLC**

**ARTICLE I
NAME**

The name of the limited liability company is Boynton Shoppes, LLC (the "LLC").

**ARTICLE II
DURATION**

The period of duration for the LLC shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of the LLC is 943 Clint Moore Road, Boca Raton, FL 33487.

**ARTICLE IV
INITIAL REGISTERED AGENT**

The name and the street address of the initial registered agent of the LLC in the State of Florida are:

Gerald S. Berson
943 Clint Moore Rd.
Boca Raton, FL 33487

Barbieri & Scerenci, P.A.
Attorneys at Law
3200 N. Military Trail
Suite 200
Boca Raton, FL 33431
(561) 997-5700

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**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admissions shall be pursuant to the terms and conditions of the regulations of the LLC as set forth in Section 3.4 of said regulations, a copy of which Section 3.4 is attached hereto as Exhibit "A".

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members of the LLC to continue the business on the 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 LLC shall be pursuant to the terms and conditions of the regulations of the LLC.

**ARTICLE VII
MANAGEMENT**

The LLC is to be managed by the members. The initial members' names and addresses are set forth in Exhibit "B".

IN WITNESS WHEREOF, the undersigned made and executed these Articles of Organization this 1st day of January, 1999.



Gerald S. Berson, Member



Martin P. Heise, Member

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is Boynton Shoppes, LLC
2. The name and the Florida street address of the registered agent are:

Gerald S. Berson
943 Clint Moore Rd.
Boca Raton, FL 33487

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accept the obligations of its position as registered agent.


Gerald S. Berson, Registered Agent

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**AFFIDAVIT
OF
MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of Boynton Shoppes, LLC certifies:

1. The above named LLC has at least one member;
2. The total amount of cash contributed by the member(s) is \$200.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ n/a (a description of the property is attached and made a part hereto); and
4. The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$200.00.

Under the penalties of perjury the undersigned declares that the information stated above is true, to the best of its knowledge and belief.

Dated: January 18th, 1999


Gerald S. Berson, Member

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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Exhibit "A"

3.4 *Additional Members.* Additional Persons may be admitted to the Company as Members and Membership Interests may be created and issued to those Persons and to existing Members only with the written consent of a Majority in Interest of all of the Members. The terms of admission or issuance must specify the Sharing Ratios applicable thereto and may provide for the creation of different classes or groups of Members and having different rights, powers, and duties. The Members shall reflect the creation of any new class or group in an amendment to this Agreement indicating the different rights, powers, and duties, and such an amendment need be executed only by the Members. Any such admission also must comply with the provisions of subsections 3.3 (c) (i) and (ii) and is effective only after the new Member has executed and delivered to the Members a document including the new Member's notice address, its agreement to be bound by this Agreement, and its representation and warranty that the representations and warranties in Section 3.2 are true and correct with respect to the new Member. The provisions of this Section 3.4 shall not apply to Dispositions of Membership Interests.

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Exhibit "B"

The initial members of the LLC and their respective addresses are as follows:

Gerald S. Berson
943 Clint Moore Rd.
Boca Raton, FL 33487

Martin P. Heise
943 Clint Moore Rd.
Boca Raton, FL 33487

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