

L97000000021



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 208549 83086A

AUTHORIZATION :

600002050006--6

-01/08/97--01023--024

COST LIMIT : \$ 346.25

****346.25 ****346.25

ORDER DATE : January 2, 1997

ORDER TIME : 3:18 PM

ORDER NO. : 208549-005

EFFECTIVE DATE

12.31.96

CUSTOMER NO: 83086A

CUSTOMER: Ms. Becky Shirey
PALMER PALMER & MANGIERO, P.A.

Falls Professional Center
12790 South Dixie Highway
Miami, FL 33156

FILED
97 JAN -2 PM 12:28
SECRET
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: VILLAGE PALMS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

W97-135
KR 1.3
1-6.97

RECEIVED
97 JAN -2 PM 4:06
DIVISION OF CORPORATION

RECEIVED
97 JAN -6 AM 10:41
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: VILLAGE PALMS, L.C.
Ref. Number: W97000000135

RESUBMIT
Please give original
submission date as file date.

We have received your document for VILLAGE PALMS, L.C. and the authorization to debit your account in the amount of \$346.25. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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 (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 797A00000266

EFFECTIVE DATE

12-31-96

**ARTICLES OF ORGANIZATION
OF
VILLAGE PALMS, L.C.**

97 JAN -2 PM 12:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be **VILLAGE PALMS, L.C.**

**ARTICLE II
DURATION: EFFECTIVE DATE**

This Limited Liability Company shall exist for not more than thirty (30) years from the filing date of these Articles with the Office of the Secretary of State. This Limited Liability Company shall be in existence as of the date these Articles of Organization are executed.

**ARTICLE III
PURPOSE**

This Limited Liability Company is being formed for the purpose of engaging in the business of real estate development and sale for investment and in any other activities or business permitted for a limited liability company under the laws of the State of Florida.

**ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 13200 SW 128 Street, Suite E1, Miami, Florida 33186; provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name of the original registered agent of this Limited Liability Company is Nelson Hendrikse, whose address is 13200 SW 128 Street, Suite E1, Miami, Florida 33186.

**ARTICLE V
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of not less than Five Hundred and 00/100 Dollars

(\$500.00) contributed by its members in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS
AND
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members, which none of them shall be required to give.

A members' interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to would-be transferor for services rendered to this Limited Liability Company.

ARTICLE VII
MEMBERS AND MANAGEMENT OF BUSINESS

The name and address of the members of this Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
Southeast Realty and Development, Inc.	13200 SW 128 St., Suite E1 Miami, Florida 33176
Bellon & Taylor Architects Inc.	11020 N. Kendall Dr., Suite 200 Miami, Florida 33176

The business of this Limited Liability Company shall be managed by the members, acting unanimously in a meeting or by written consent without a meeting. The members hereby appoint

Nelson Hendrikse, as its special manager to carry out, subject to the direction of members, the day to day business of this Limited Liability Company. The special manager is authorized to employ, subject to approval of the members, personnel to conduct the business of this Limited Liability Company and to sign contracts, deeds, conveyance documents, transfer documents, mortgages, leases, and any other related documents on behalf of this Limited Liability Company.

ARTICLE VIII
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY
OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the members other than deceased, retired, resigned or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, subject to distribution to the former member, his heirs and successors of assets as provided in dissolution.

ARTICLE IX
AMENDMENTS

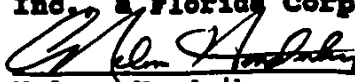
These Articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being of the initial members have executed these Articles of Organization on this ~~24~~²⁴ day of ~~January~~^{December}, 1996.

WITNESSES:


Print: PAUL PALMER

Print: DAVID MANGERO

Southeast Realty & Development,
Inc., a Florida Corporation

Nelson Hendrikse
President

STATE OF FLORIDA)
) Ss
 COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 31 day of December, 1996, by Nelson Hendrikse as President of Southeast Realty & Development, Inc., a Florida corporation, who is personally known to me or who has produced a drivers license as identification and who did take an oath.

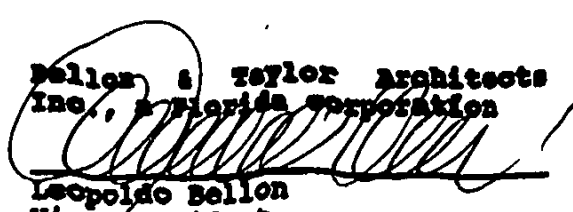

 Notary Public, State of Florida

My Commission Expires:

WITNESSES:


 Print: Nelson Hendrikse

 Print: Paul Palmer

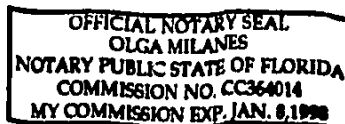
Bellon & Taylor Architects
 Inc., a Florida corporation

 Leopoldo Bellon
 Vice President

STATE OF FLORIDA)
) Ss
 COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 31st day of December, 1996, by Leopoldo Bellon as Vice President of Bellon & Taylor Architects Inc., a Florida corporation. He is personally known to me or who have produced a drivers license as identification and who did take an oath.


 Notary Public, State of Florida

My Commission Expires:

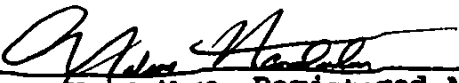


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First - That Village Palms L.C. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at City of Miami, County of Dade, State of Florida, has named Nelson Hendrikse of Miami, Florida, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Nelson Hendrikse, Registered Agent

Dated this 2nd day of January, 1997.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the members of Village Palms, L.C., a Florida Limited Liability Company, certify:

The amount of capital contributions to date of the members is \$500.00.

The agreed value of property other than cash contributed by the members to date is \$0.00

The total amount contributed and anticipated to be contributed by the members at this time totals \$500.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I(we) declare that I(we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


Member


Member

Sworn to and Subscribed before me this 2nd day of January, 1997.


Notary Public, State of Florida



PAUL PALMER
MY COMMISSION # CC384663 EXPIRES
July 27, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

I:\WORK\OLM\CAPCONT.AFF

FILED
97 JAN -2 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA