

L01000004358

TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY

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

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-03/19/01--01096--008  
\*\*\*\*160.00 \*\*\*\*160.00

SUBJECT: EIGHT TWENTY NINE, LLC

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$100.00 Filing fee for Articles of Organization and Affidavit  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy  
\$ 5.00 Certificate of Status  
\$160.00

FILED  
01 MAR 19 PM 4:26  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FROM: Merrill A. Bookstein, Esquire

Name (Printed or typed)

2499 Glades Road - Suite 308

Address

Boca Raton, Florida 33431

City, State and Zip

(561) 361-9454

Daytime Telephone number

L01-4358  
QR

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

**EIGHT TWENTY NINE, LLC**

## ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

**41 Bay Colony Drive  
Fort Lauderdale, Florida 33308**

## ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature

**MERRILL A. BOOKSTEIN  
COUNSELOR AT LAW, P.A.  
2499 GLADES ROAD, SUITE 308  
BOCA RATON, FLORIDA 33431**

*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, 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 as provided for in Chapter 608, F.S.*

  
Registered Agent's Signature

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## ARTICLE IV - Purpose

The sole purpose for which the Company is organized is to purchase, own and operate the real property known as "Hillsboro Shoppes" at 28-81 South Federal Highway, Deerfield Beach, Florida, (The "Real Property").

## ARTICLE V - Limitations

- A. The Company shall only be permitted to incur the indebtedness that encumbers the real property and liabilities in the ordinary course of business relating to the ownership and operation of the real property for so long as the conduit Real Estate Mortgage Investment Trust loan encumbering the real property to the favor of Lehman Brothers Commercial Mortgage Trust (The "Mortgage") is still outstanding.
- B. The Company is prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale so long as the mortgage is still outstanding.
- C. The Company is prohibited from amending its Articles of Organization as long as the mortgage is still outstanding.
- D. The unanimous consent of all members and the Company manager shall be required to permit the Company to; (i) file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings; (ii) to dissolve, liquidate, consolidate, merge, or sell all or substantially all of the assets of the Company; and (iii) engage in any other

- E. business activity other than the ownership and operation of the real property. The manager of the Company shall be required to consider the interests of the Company's creditors in connection with all Company actions.

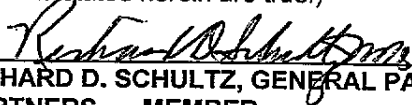
In addition, the Company agrees that so long as the mortgage is still outstanding that it shall be permitted to have only one member and that member shall be Schoh Partners, a Florida General Partnership.

**ARTICLE VI - Management: (Check Box if applicable)**

☒ The Limited Liability Company is to be managed by a manager. The name and address of such manager who is to serve as manager is:

**EIGHT TWENTY NINE MANAGEMENT CORPORATION  
C/O RICHARD D. SCHULTZ, PRESIDENT  
41 Bay Colony Drive  
Fort Lauderdale, Florida 33308**

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

  
\_\_\_\_\_  
**RICHARD D. SCHULTZ, GENERAL PARTNER OF SCHOH  
PARTNERS - MEMBER**

**FILING FEES:**

\$100.00 Filing Fee for Articles of Organization  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (Optional)  
\$ 5.00 Certificate of Status (Optional)

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