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# ARTICLES OF ORGANIZATION OF MIZNER HOTEL GROUP, LLC

## ARTICLE I - Name

The name of the Limited Liability Company is: MIZNER HOTEL GROUP, LLC (the "Company").

## **ARTICLE II - Address**

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

7806 Charney Lane Boca Raton, FL 33496

## **ARTICLE III - Duration**

The Company shall exist perpetually unless sooner dissolved in accordance with the Company's Regulations or Florida law.

## **ARTICLE IV - Management**

The Company is to be managed by its managing member. The name and address of the managing members are:

David S. Ross 6860 Lions Head Lane Boca Raton, FL 33496

Samuel Susi 7806 Charney Lane Boca Raton, FL 33496

Richard L. Vilardo 13217 Ridge Drive Rockville, Maryland 20850

Ronald E. Franklin 9986 N.W. 64th Court Parkland, FL 33076



## **ARTICLE IV - Members**

The following are the initial Members of the Company:

David S. Ross 6860 Lions Head Lane Boca Raton, FL 33496

Samuel Susi 7806 Charney Lane Boca Raton, FL 33496

Richard L. Vilardo 13217 Ridge Drive Rockville, Maryland 20850

Ronald E. Franklin 9986 N.W. 64th Court Parkland, FL 33076

# ARTICLE V - Admission of Additional Members

Additional members may be admitted and the terms and condition of such admissions shall require the vote of all existing members, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

# ARTICLE VI - Members Rights to Continue Business

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

## ARTICLE VI - Registered Agent and Office

The street address of the Company's initial registered office and the name of its initial registered agent at such office is:

Samuel Susi 7806 Charney Lane Boca Raton, FL 33496



## ARTICLE VII - Single Purpose Entity

The purpose for which the Company is organized is limited solely to owning, holding, selling, leasing, transferring, exchanging, encumbering, financing, refinancing, developing, constructing, operating and managing and otherwise dealing with certain real property located in Palm Beach County, Florida, more particularly described in Exhibit "A" hereto (the "Property"), as well as transacting any and all lawful business that is incident, necessary and appropriate to accomplish, or related to, any of the foregoing.

Samuel Susi, Managing Member

Dated: March 4, 2002



## **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of MIZNER HOTEL GROUP, LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.

SAMUEL SUSI, Registered Agent

Dated: March 4, 2002

#### **EXHIBIT A**

## Legal Description

ALL OF LOT 5 AND A PORTION OF LOT 22, BLOCK 3, "BOCARATONE LAND COMPANY'S DEVELOPMENT", AS RECORDED IN PLAT BOOK 10, PAGE 24 AND A PORTION OF PARCEL "A", "MIZNER PARK", AS RECORDED IN PLAT BOOK 67, PAGES 68 AND 69, ALL BEING RECORDED IN THE PUBLIC RECORDS OF PALM BEACH COUNTY, FLORIDA BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF LOT 5, BLOCK 3, AS SHOWN ON SAID PLAT OF "MIZNER PARK"; THENCE S 88'58'53" W ALONG THE NORTH LINE OF SAID LOTS 5 AND 22, A DISTANCE OF 172.49 FEET TO THE P.O.B. AND TO THE EAST RIGHT-OF-WAY LINE OF "FEDERAL HIGHWAY" AS SHOWN ON SAID PLAT; THENCE SO1'41'01"E ALONG SAID EAST RIGHT-OF-WAY LINE, A DISTANCE OF 14.51 FEET; THENCE S 03'48'35" W CONTINUING ALONG SAID EAST RIGHT-OF-WAY LINE, A DISTANCE OF 125.34 FEET; THENCE S 01'41'01" E CONTINUING ALONG SAID RIGHT-OF-WAY LINE, A DISTANCE OF 6.04 FEET TO A POINT OF CURVATURE; THENCE SOUTHEASTERLY ALONG SAID RIGHT-OF-WAY LINE ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 30.00 FEET, A CENTRAL ANGLE OF 89'20'03" AN ARC DISTANCE OF 46.78 FEET TO A POINT OF TANGENCY; THENCE N 88'58'56" E ALONG THE SOUTH LINE OF SAID "MIZNER PARK", A DISTANCE OF 264.85 FEET; THENCE N 01'47'13" W, A DISTANCE OF 248.59 FEET; THENCE S 88'12'47" W, A DISTANCE OF 46.58 FEET TO A POINT OF CURVATURE; THENCE SOUTHWESTERLY ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 17.5 FEET, A CENTRAL ANGLE OF 58'50'41", AN ARC DISTANCE OF 17.97 FEET TO A POINT OF REVERSE CURVATURE; THENCE SOUTHWESTERLY, WESTERLY AND NORTHWESTERLY ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 52.50 FEET, A CENTRAL ANGLE OF 117'41'22", AN ARC DISTANCE OF 107.84 FEET TO A POINT OF REVERSE CURVATURE; THENCE NORTHWESTERLY ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 17.50 FEET AND A CENTRAL ANGLE OF 58'50'41", AN ARC DISTANCE OF 17.97 FEET TO A POINT OF TANGENCY; THENCE S 88'12'47" W, A DISTANCE OF 104.89 FEET TO A POINT OF CURVATURE; THENCE SOUTHWESTERLY ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 21.00 FEET, A CENTRAL ANGLE OF 30'49'59", AN ARC DISTANCE OF 11.30 FEET TO A POINT OF INTERSECTION WITH AFORESAID EAST RIGHT-OF-WAY LINE OF "FEDERAL HIGHWAY" AS SHOWN ON SAID "MIZNER PARK" PLAT; THENCE S 01'41'01" E ALONG SAID EAST RIGHT-OF-WAY LINE, A DISTANCE OF 66.72 FEET TO THE POINT OF BEGINNING.

SAID LANDS SITUATE IN THE CITY OF BOCA RATON, PALM BEACH COUNTY FLORIDA.

CONTAINING 68,165.3 SQUARE FEET/1.5648 ACRES, MORE OR LESS.

SUBJECT TO EASEMENTS, RESTRICTIONS, RESERVATIONS, COVENANTS, AND RIGHTS-OF-WAY OF RECORD.