

Division of Corporations

Page 1 of 2

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TALLAHASSEE FLORIDA

LIMITED LIABILITY COMPANY
THE SHOPPES OF NORTH VILLAGE II, LLC

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**ARTICLES OF ORGANIZATION
OF
THE SHOPPES OF NORTH BAY VILLAGE II, LLC**

THE UNDERSIGNED, the initial member of THE SHOPPES OF NORTH BAY VILLAGE II, LLC, a Florida limited liability company, formed hereunder (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: THE SHOPPES OF NORTH BAY VILLAGE II, LLC

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

1320 S. Dixie Highway, Ste. 781
Coral Gables, Florida 33146

ARTICLE IV. STREET ADDRESS OF COMPANY

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

1320 S. Dixie Highway, Ste. 781
Coral Gables, Florida 33146

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

GARY L. BROWN, ESQ.
PHILLIPS, EISINGER, KOSS & BROWN, P.A.
4000 Hollywood Boulevard, Suite 265 South
Hollywood, Florida 33021
(954) 894-8000

APPROVED AND FILED
02 May 17 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Gary L. Brown, Esq.
4000 Hollywood, Boulevard, Suite 265 South, Hollywood, Florida 33021 (954) 894-8000
Florida Bar No. 349921

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ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company; and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

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 in the Company, the Company shall be dissolved unless the managers elect to continue the Company either upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company, and so long as there remains at least one (1) member of the Company.

ARTICLE IX. MANAGER

The Company shall be managed by managers. The name and address of the initial managers are set forth below. The initial managers shall serve as managers until the first annual meeting of members or until their successor is elected and shall qualify.

Initial Managers: SCOTT A. GREENWALD
Address: 1320 S. Dixie Highway, Ste. 781
Coral Gables, Florida 33146

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

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TALLAHASSEE, FLORIDA

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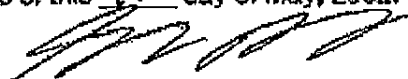
ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

The managers may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company.

ARTICLE XII. AMENDMENT OF OPERATING AGREEMENT

Pursuant to Section 608.423 (1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 16 day of May, 2002.



GARY L. BROWN, as authorized agent

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed as registered agent of THE SHOPPES OF NORTH BAY VILLAGE II, LLC, a Florida limited liability company in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated: May 16, 2002.


GARY L. BROWN, ESQ.

02 MAY 17 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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