

L020000014492

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VIA FEDERAL EXPRESS
TRACKING #8350-4992-3893

June 7, 2002

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **Formation of LLC**

Dear Sir or Madame:

Enclosed for filing are the following items:

1. Articles of Organization
2. Registered Agent Designation
3. Certificate of Conversion
4. Check in the amount of \$150.00 for the filing fee

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-06/10/02--01053--001
****150.00 ****150.00

After filing items 1, 2 and 3 referenced above, please return the filed documents to me in the enclosed prepaid Federal Express envelope. Please contact me if you have any questions. Thank you for your prompt attention concerning this request.

Very truly yours,

Jean M. Croughan
Jean M. Croughan

Enclosures

JB
6-11-02

CERTIFICATE OF CONVERSION

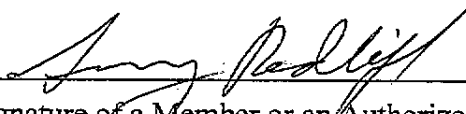
Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was GARNEL ENTERPRISES.

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

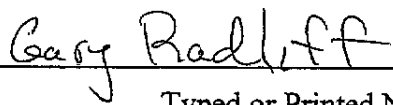
- A. Date: JULY 10, 1989.
- B. Jurisdiction: FLORIDA.
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A.

THIRD: The name of the limited liability company as set forth in the attached articles of organization is GARNEL ENTERPRISES, L.L.C.



Signature of a Member or an Authorized Representative of a Member

(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.)



Typed or Printed Name of Signee

02 JUL 10 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

FILING FEES:

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

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

**ARTICLES OF ORGANIZATION
OF
GARNEL ENTERPRISES, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be GARNEL ENTERPRISES, L.L.C. ("Company").

ARTICLE II -- ADDRESS

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

2385 Laurel Lane
Palm Beach Gardens, FL 33410

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these Articles of Organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida are:

Gary Radliff
2385 Laurel Lane
Palm Beach Gardens, FL 33410

ARTICLE V -- CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A" attached hereto and made a part hereof.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
FILED

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members, or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional Members shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and on such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a Member unless all of the Members of the Company other than the Member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member or Manager, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by unanimous vote of all the remaining Members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by the Members (collectively, "Members" or "Managing Members") in accordance with regulations adopted by the Members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and addresses of the Members of the Company are

Nelson R. Hartranft
2709 Hope Lane West
Palm Beach Gardens, FL 33410

Gary Radliff
2385 Laurel Lane
Palm Beach Gardens, FL 33410

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Palm Beach Gardens Florida on this 7th day of June, 2002.

WITNESS:

Rhodel Hawley

Witness #1 Signature

RHODEL HAWLEY

Printed Name of Witness #1

Michele Shaffery

Witness #2 Signature

Michele Shaffery

Printed Name of Witness #2

MEMBER:

Nelson R. Hartranft

NELSON R. HARTRANFT

Member

WITNESS:

Sandra L. Prible

Witness #1 Signature

Sandra L. Prible

Printed Name of Witness #1

Erin M. Craighan

Witness #2 Signature

Erin M. Craighan

Printed Name of Witness #2

MEMBER:

Gary Radliff

GARY RADLIFF

Member

State of New Jersey
County of Ocean

The foregoing instrument was sworn to and subscribed before me this 24th day of May, 2002 by NELSON R. HARTRANFT, a Managing Member of Garnel Enterprises, L.L.C., a Florida limited liability company, on behalf of the company. He is ☐ personally known or ☒ has produced a driver's license as identification.

[Notary Seal]

Erin C Eads

Notary Public

Printed Name: Erin C Eads

My Commission Expires: _____

ERIN C. EADS
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES MARCH 07, 2005

State of Florida
County of Palm Beach

The foregoing instrument was sworn to and subscribed before me this 7th day of June, 2002 by GARY RADLIFF, a Managing Member of Garnel Enterprises, L.L.C., a Florida limited liability company, on behalf of the company. He is ☒ personally known or ☐ has produced a driver's license as identification.

[Notary Seal]



Jean M Croughan
Notary Public

Printed Name: Jean M. Croughan

My Commission Expires: 5/1/04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
AND
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EXHIBIT "A"

SCHEDULE OF CAPITAL CONTRIBUTIONS OF THE MEMBERS

Multifamily apartment building located at 761 Hummingbird Lane, Palm Beach Gardens, Florida 33410 and more particularly described as Village of North Palm Beach, Plat 3, Lot 5 Block 30 Parcel Control Number 68-43-42-16-04-030-0050.

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Under the provisions of F.S. Chapter 608, GARNEL ENTERPRISES, L.L.C. 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 GARNEL ENTERPRISES, L.L.C.
2. The name and street address of the registered agent in Florida are:

Gary Radliff
2385 Laurel Lane
Palm Beach Gardens, FL 33410

The undersigned, being the person named in the Articles of Organization of GARNEL ENTERPRISES, L.L.C. as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and 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 his or her duties, and is familiar with and accepts the obligations of the position of Registered Agent.

REGISTERED AGENT:


GARY RADLIFF

APPROVED
AND
FILED
02 JUN 10 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA