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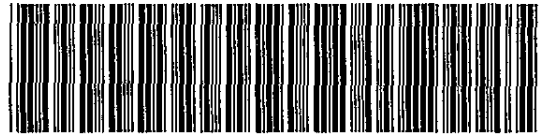
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TALLAHASSEE, FLORIDA

J. BRYAN MAY 14 2003

MICHAEL D. HYMAN,
Attorney at Law
11601 Biscayne Boulevard - Suite 201
Miami, Florida 33181
Telephone 305.893-9720 Fax 305.893-6696

May 12, 2003

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TALLAHASSEE, FLORIDA

Secretary of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Registration Section
CORPORATIONS DIVISION

Re: ARTICLES OF ORGANIZATION
OF WILLIAM BERKE AND ALAM
BERKE, TRUSTEES, LLC

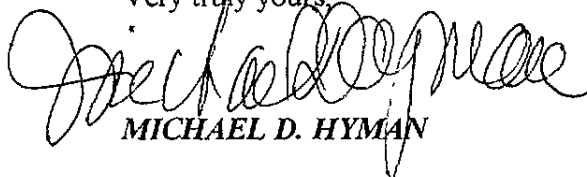
Gentlemen:

In accordance with your instructions, I am herewith forwarding to you our check in the amount of **\$125.00** to cover the cost of filing the Articles of Organization (\$100) and the Designation of Registered Agent (\$25) with respect to the above company. Please file accordingly.

I am also enclosing a prepaid Federal Express envelope for the return of the stamped in copy to the undersigned.

Any questions, please advise.

Very truly yours,


MICHAEL D. HYMAN

MDH:mc
Enclosures

ARTICLES OF ORGANIZATION
OF
WILLIAM BERKE AND ALAM BERKE, TRUSTEES, LLC

The undersigned signer to these **Articles of Organization for Florida Liability Company**, a natural person competent to contract, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME

The name of this limited liability company is:

WILLIAM BERKE AND ALAM BERKE, TRUSTEES, LLC

ARTICLE II. ADDRESS OF COMPANY

The mailing and street address of the principal office of the limited liability company is:

**18100 N.E. 19th Avenue
North Miami Beach, Florida 33162**

ARTICLE III. NAME AND ADDRESS OF REGISTERED AGENT

The mailing and street address of the principal office of the limited liability company's Registered Agent is:

**WILLIAM BERKE
18100 N.E. 19th Avenue
North Miami Beach, Florida 33162**

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

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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, Fla.Stat.

WILLIAM BERKE

ARTICLE IV. MANAGERS

The limited liability company is a manager-managed company. This company shall be managed by either or both of the above named members.

The management of this limited liability company is reserved to its members; however, its members whose names and addresses are as follows:

**WILLIAM BERKE
ALAM BERKE
18100 N.E. 19th Avenue
North Miami Beach, Florida 33162**

may designate a managing partner at their discretion.

The manager members shall serve until the first annual meeting of the members or until their successors are elected or qualify.

ARTICLE V. PURPOSE

The Limited Liability Company's (the "Company's") business and purpose shall consist solely of the ownership, operation and management of the property known as Lincoln Building (Chapel Main), located at 954-960 Chapel Street, City of New Haven, New Haven County, Connecticut (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

ARTICLE VI. POWERS AND DUTIES

Notwithstanding any other provisions of these Articles and so long as any obligations secured by the Mortgage (as defined below) remain outstanding and not discharged in full, without the consent of all members of the Company, the members and managers of the Company shall have no authority to:

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(A) Borrow money or incur indebtedness on behalf of the Company other than normal trade accounts payable and obligations in the ordinary course of business, or grant consensual liens on the Company's property; except, however, that the Company is hereby authorized to assume the obligations of the grantor/mortgagor under the terms of those certain Open-End Mortgage Deed, Security Agreement, Assignment of Rents and Fixture Filing (the "Mortgage") on the Property, which first Mortgage is currently held by WELLS FARGO BANK MINNESOTA, NATIONAL ASSOCIATION, f/k/a and successor by merger to NORWEST BANK MINNESOTA, NATIONAL ASSOCIATION, AS TRUSTEE FOR THE REGISTERED HOLDERS OF MERRILL LYNCH MORTGAGE INVESTORS, INC., MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 1999-C1 (the "Noteholder"), as beneficiary or mortgagee, and other indebtedness expressly permitted therein or in the documents related to the Mortgage, and to grant a mortgage, lien or liens on the Company's Property to secure such Mortgage;

(B) Dissolve or liquidate the Company;

(C) Sell or lease, or otherwise dispose of all or substantially all of the assets of the Company;

(D) File a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or take any action in furtherance of any action;

(E) Amend, modify or alter *Articles V, VI, VII, VIII, IX* and *X* of these Articles;
or

(F) Merge or consolidate with any other entity.

Notwithstanding the foregoing and so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the members and managers of the Company shall have no authority (1) to take any action in items (A) through (F) above unless such action has been approved by a unanimous vote of the members of the Company, or (2) to take any action in items (A) through (C) and (E) and (F) without the written consent of the holder of the Mortgage.

ARTICLE VII. TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.

ARTICLE VIII. SEPARATENESS/OPERATIONS MATTERS

The Company shall conduct its business and operations in accordance with the following provisions:

(A) Maintain books and records and bank accounts separate from those of any other person;

(B) Maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(C) Hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;

(D) Hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

(E) Prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

(F) Allocate and charge fairly and reasonably any common employee or overhead shared with affiliates and maintain a sufficient number of employees in light of its contemplated business operations;

(G) Transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

(H) Conduct business in its own name, and use separate stationery, invoices and checks;

(I) Not commingle its assets or funds with those of any other person;

(J) Not assume, guarantee or pay the debts or obligations of any other person;

(K) Pay its own liabilities out of its own funds;

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- (L) Not acquire obligations or securities of its members;
- (M) Not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (N) Correct any known misunderstanding regarding its separate identity;
- (O) Intend to maintain adequate capital in light of its contemplated business operations; and
- (P) Maintain all required qualifications to do business in the state in which the Property is located.

**ARTICLE IX. EFFECT OF BANKRUPTCY, DEATH OR
INCOMPETENCY OF A MEMBER**

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

ARTICLE X. CONTROLLING PROVISIONS

So long as any obligations secured by the Mortgage remain outstanding and not paid in full, **Articles V, VI, VII, VIII, IX and X** hereof shall control in the event of any conflict with any contrary provisions hereof or of any other entity governance documents.

ARTICLE XI. TERM OF EXISTENCE

This limited liability company is to exist perpetually unless sooner dissolved according to law.

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ARTICLE XII. ADDITIONAL MEMBERS

Additional members may be admitted on terms and conditions as agreed to by the initial members.

ARTICLE XIII. RIGHTS OF MEMBERS

In the event of the death of either member hereof the remaining member may at his or her discretion, continue the said limited liability company or cause same to be dissolved and its assets liquidated.

ARTICLE XIV. COMMENCEMENT DATE

This company shall commence upon the date of filing with the Secretary of State.

IN WITNESS WHEREOF, I, the undersigned, being the original member of this limited liability company hereinabove named, for the purpose of forming said limited liability company to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of Organization for Florida Limited Liability Company, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 22 day of April, 2003.

WILLIAM BERKE AND ALAM BERKE, TRUSTEES, LLC

By: _____

William Berke

-(SEAL)

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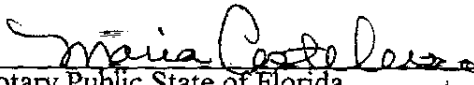
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

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SS:
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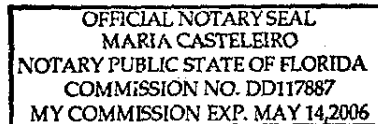
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally known to me, appeared **WILLIAM BERKE**, to me personally known to be the person described in the Articles of Organization for Florida Limited Liability Company **WILLIAM BERKE AND ALAM BERKE, TRUSTEES, LLC**, in and who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at *Miami-Dade County, Florida*, this 22 day of April, 2003.



Notary Public State of Florida
(Print Name): MARIA CASTELEIRO

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