

L030000037000

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

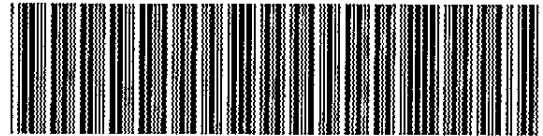
(Business Entity Name)

(Document Number)

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LEGAL SERVICES DIVISION OF CORPORATIONS  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN SEP 29 2003

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(City, State, Zip)

385-6735

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TALLAHASSEE, FLORIDA  
CORPORATIONS

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Carleton Royal Lake LLC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☐ Certified Copy

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☐ Will wait

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☐ Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input type="checkbox"/>            | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
CARLETON ROYAL LAKE LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of this Limited Liability Company shall be CARLETON ROYAL LAKE LLC.

**ARTICLE II  
DURATION**

This Limited Liability Company shall exist for not more than fifty years from the effective date of these Articles. For the purpose hereof, the "effective date" of these Articles shall be the date of their filing with the Florida Department of State.

**ARTICLE III  
PURPOSE**

The Limited Liability Company is being formed for the sole purpose of acquiring a membership interest in Miles-WPB I, LLC, a Georgia limited liability company, and any successor or affiliated entities. The Limited Liability Company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be c/o Drew A. Kristol, 1500 Bay Road , #226, Miami Beach, Florida 33139, provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the Manager from time to time may determine. The name and the address of the original registered agent of this Limited Liability Company is Robert S. Forman, Esquire, 2101 West Commercial Blvd., Suite 4100, Fort Lauderdale, FL 33309.

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**ARTICLE V  
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of not less than \$1,000.00 contributed by its Members. Each Member's share of the total of the Members' capital contributions is indicated on a schedule which will be maintained at the principal place of business of this Limited Liability Company. Each Member's capital account will be adjusted whenever necessary to reflect his or her distributive share of the profits and losses of this Limited Liability Company, including capital gains and losses; his or her additional contributions to the Limited Liability Company; and distributions made by this Limited Liability Company to the Member.

**ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS  
AND  
TRANSFER OF MEMBERS' INTEREST**

Except as provided in the Operating Agreement, no person shall be admitted as an additional Member of this Limited Liability Company without the approval of Members holding not less than a majority of the interests in the Company, as reflected on the schedule of capital accounts maintained by the Limited Liability Company as to each Member ("Membership Interests"), which approval none of the Members shall be required to give.

A Member's Membership Interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without first offering such Member's Membership Interest to the remaining Members. Without the approval of not less than a majority of the remaining Membership Interests, any such proposed transfer of a Member's Membership Interest shall not entitle the transferee (unless already a Member) to become a Member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii) when, as and if declared, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and Membership Interest in this Limited Liability Company, but not including any compensation paid to the would-be transferor for services rendered to this Limited Liability Company.

**ARTICLE VII  
MEMBER AND MANAGEMENT OF BUSINESS**

The names and addresses of the initial members of this Limited Liability Company are:

NAME

ADDRESS

The Kristol Company, L.P.

1100 N. Market Street, Suite 1200  
Wilmington, Delaware 19801-1246

RCC Royal Lake, LLC

111 Berrian Road  
New Rochelle, New York 10804

The business of this Limited Liability Company shall be managed by a Manager. Carleton Property Management, Inc., whose address is 1500 Bay Road, #226, Miami Beach, FL 33139, which company is hereby appointed as Manager to carry out the day-to-day business of this Limited Liability Company. The Manager is authorized to employ personnel or entities to conduct the business of this Limited Liability Company. Except as set forth in the Operating Agreement, the Manager may, without the prior approval of the Members, bind the Limited Liability Company for any obligation of this Limited Liability Company, financial or otherwise. The Limited Liability Company is to be managed by the Manager and is, therefore, a Manager-Managed company.

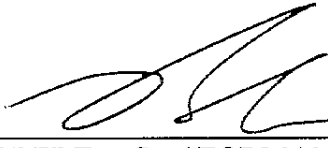
#### **ARTICLE VIII DURATION AND DISSOLUTION**

Except as provided in the Operating Agreement, a Member may not withdraw from the Limited Liability Company prior to its dissolution. The death, insanity, incompetence, disability, dissolution, or bankruptcy of a Member shall not dissolve the Limited Liability Company.

#### **ARTICLE IX AMENDMENTS**

These Articles may be amended from time to time by written consent of the Members holding not less than three-quarters of the Membership Interests, and the amendment shall be filed, duly signed by all Members of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of one of the initial Members, has executed these Articles of Organization on September 26, 2003.

  
ROBERT S. FORMAN, Authorized  
Representative of a Member

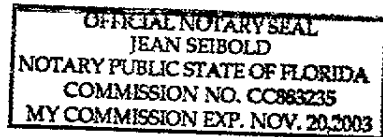
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
  ) ss:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 26 day of September, 2003, by Robert S. Forman, an authorized representative of The Kristol Company, L. P., who is personally known to me, and did take an oath.

My Commission Expires:

Jean Seibold  
Notary Public, State of Florida



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OFFICE OF THE CLERK OF THE CIRCUIT COURT  
TALLAHASSEE, FLORIDA

**OATH OF ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named as the registered agent for:

CARLETON ROYAL LAKE LLC

at the place described in the attached Articles of Organization, hereby agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of these duties, and, further, is familiar with and accepts the duties and obligations in Section 607.0505 of the Florida Statutes.

Dated this 26 day of September, 2003.

  
ROBERT S. FORMAN  
Registered Agent

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JULIENNE CORPORATION'S  
TALLAHASSEE, FLORIDA

September 26, 2003