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Division of Corporations

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Florida Department of State  
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From: Account Name : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850)385-6735  
Fax Number : (954)641-4192

*per Brenda correct  
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**LIMITED LIABILITY COMPANY**

**MORNINGSIDE SHOPPES, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

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STATE OF FLORIDA  
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*10/21/03*

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ARTICLES OF ORGANIZATION  
FOR MORNINGSIDESHOPPES, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is: MORNINGSIDESHOPPES,  
LLC.

ARTICLE II - DURATION

The period of duration of this limited liability company shall be perpetual  
from the date of the issuance of the Certificate of Organization by the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Limited  
Liability Company is c/o James L. Case, 2810 East Oakland Park Boulevard, Suite 102, Fort  
Lauderdale, Florida 33306.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the initial registered agent within Florida is c/o James L. Case, 2810  
East Oakland Park Boulevard, Suite 102, Fort Lauderdale, Florida 33306.

ARTICLE V - MEMBERS

The limited liability company has one (1) member whose name and address

Morningside Center, Inc., a Florida Corporation  
James L. Case, President  
2810 East Oakland Park Boulevard  
Suite 102  
Fort Lauderdale, Florida 33306

No additional members shall be admitted unless all members, (including any  
additional members other than original members) shall unanimously agree, and on such terms  
and conditions as shall be agreed unanimously.

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The limited liability company will dissolve only on the bankruptcy of the manager. The limited liability will not dissolve, liquidate or terminate upon the death, insolvency, dissolution, liquidation, termination, resignation, removal or incapacity of any member.

### ARTICLE VI - MANAGEMENT

The management of the company is reserved to the members of the company, in proportion to their contributions to the capital of the limited liability company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the members of the company.

The name and address of the Managing Member is:

Morningside Center, Inc., a Florida Corporation  
James L. Case, President  
2810 East Oakland Park Boulevard  
Suite 102  
Fort Lauderdale, Florida 33306

### ARTICLE VII - PURPOSE

The purpose of the Limited Liability shall be limited to owning and operating the mortgaged property, to wit: Morningside Shoppes located at 1720 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida.

### ARTICLE VIII - SEPARATENESS OF COMPANY

The limited liability company shall:

1. Maintain books and records separate from any other person or entity;
2. Maintain its accounts separate from any other person or entity;
3. Not to commingle assets with those of any other entity;
4. Conduct its own business in its own name;
5. Maintain separate financial statements;
6. Pay its own liabilities out of its own funds;
7. Observe all organizational formalities;
8. Maintain an arm's-length relationship with its affiliates;
9. Pay the salaries of its own employees and maintain a sufficient number of employees, contractors, and/or consultants in light of its contemplated business operations;
10. Not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;

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11. Not acquire obligations or securities of its members or certificate holders;
12. Allocate fairly and reasonably any overhead for shared office space;
13. Use separate stationery, invoices and checks; notwithstanding, however if the property is managed by a management company then it shall be permissible to use a "global" stationery or invoices, so long as the property is sufficiently, exclusively earmarked on said stationery or invoices.
14. Not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
15. Hold itself out as a separate entity;
16. Correct any known misunderstanding regarding its separate identity; and
17. Maintain adequate capital in light of its contemplated business operations.

#### ARTICLE IX - INDEBTEDNESS

The Limited Liability Company's ability to incur indebtedness, is limited to (1) incurring the mortgage loan indebtedness to Bear Stearns Commercial Mortgage, Inc. in the original principal amount of \$2,404,000.00 and (2) trade payables incurred in the ordinary course of business relating to the ownership and operation of the mortgage property.

#### ARTICLE X - DISSOLUTION, LIQUIDATION, MERGER

The limited liability company is prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale and amendment of its Articles of Organization and Operating Agreement as long as the Bear Stearns Commercial Mortgage described in Article VIII herein is outstanding.

#### ARTICLE XI - BANKRUPTCY/INSOLVENCY

The unanimous consent of the members is required to file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings.

#### ARTICLE XII - TERMINATION

The vote of a majority of the remaining members is sufficient to continue the life of the limited liability company if the event of termination.

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned managing member has executed these Articles of Organization on this 20 day of October 2003.

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 608, Florida Statutes, the following is submitted:

First that Morningside Shoppes, LLC, desiring to organize or qualify under the Laws of the State of Florida, has named James L. Case, located at 2810 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306, as its agent to accept service of process within Florida.

MORNINGSIDE Center, Inc.  
a Florida Corporation, Managing Member  
By: [Signature]  
James L. Case, President

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 te appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with an accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

[Signature]  
James L. Case

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