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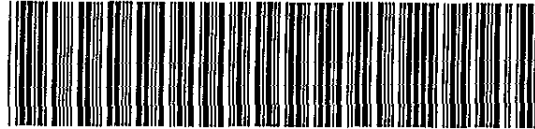
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STEVEN A. FRANKEL, P.A.

3660 WASHINGTON LANE
COOPER CITY, FLORIDA 33026
(954) 432-2200

February 23, 2004
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: U.S. Housing & Development, LLC
Articles of Organization

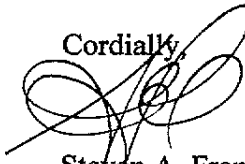
To whom it may concern:

Enclosed please find an original and two (2) copies of the Articles of Organization for U.S. Housing & Development, LLC, together with our check in the amount of \$125.00 reflecting filing fees and designation of registered agent. Please return a conformed copy, together with a letter of acknowledgment in the prepaid envelope enclosed to the following address:

Steven A. Frankel, Esq.
Steven A. Frankel, P.A.
3660 Washington Lane
Cooper City, Florida 33026

Thank you for your time and consideration.

Cordially,



Steven A. Frankel,
For the Firm

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ARTICLES OF ORGANIZATION
OF
U.S. HOUSING & DEVELOPMENT L.L.C.

THE UNDERSIGNED, the initial member of U.S. HOUSING & DEVELOPMENT L.L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, (if any), hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I – Name

The name of the Limited Liability Company is:

U.S. HOUSING & DEVELOPMENT L.L.C.

ARTICLE II – Commencement and Term of Existence

In accordance with Section 608.409 (1) of the Florida Limited Liability Act (the "Act"), the term of existence of the Company shall commence upon the filing of these execute 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 – Address

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

5722 S. Flamingo Road, #316, Ft. Lauderdale, Florida 33330.

ARTICLE IV – Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is as follows:

Steven A. Frankel, Esq.
Steven A. Frankel, P.A.
5722 S. Flamingo Road #316
Ft. Lauderdale, Florida 33330.

ARTICLE V – 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

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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 and absolute discretion.

ARTICLE VI – 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 all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assigned as a member complies with the terms and conditions of the Operating Agreement of the Company.

ARTICLE VIII – Management

The Limited Liability Company is to be managed by a Managing Director and the name and address of the initial Managing Director, who shall serve for a period of four (4) years, is:

Steven A. Frankel Managing Director

ARTICLE IX – RETURN OF CAPITAL

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

ARTICLE X – AMENDMENT OT THE ARTICLES OF ORGANIZATION

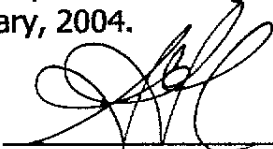
Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the members of the Company holding an aggregate interest in the Company exceeding eighty (80%) percent, which vote is taken at a duly called meeting of the members.

ARTICLE XI – 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 the managers of the Company in attendance at a

meeting of the mangers duly called at which a quorum exists or by written consent of a majority of the mangers of the Company.

Whereof, the undersigned member has executed these Articles the 19th day of February, 2004.



Steven A. Frankel, as Managing Director

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

U.S. HOUSING & DEVELOPMENT L.L.C.

2. The name and address of the registered agent and office is:

Steven A. Frankel, Esq.
Steven A. Frankel, P.A.
5722 S. Flamingo Road, #316
Ft. Lauderdale, Florida 33330

BY: 

Steven A. Frankel, Esq., as authorized Representative of the Managing Director

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 agreed 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.



Steven A. Frankel, Esq. for the Firm

February 19, 2004-02-20