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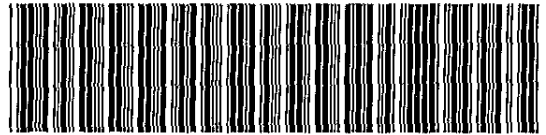
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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 502673 4311473

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 160.00

ORDER DATE : March 17, 2004

ORDER TIME : 10:09 AM

ORDER NO. : 502673-005

CUSTOMER NO: 4311473

CUSTOMER: Ms. Jackie Gerstenfeld
Stearns Weaver Miller
Weissler Alhadeff & Sitterson,
Suite 2200, Museum Tower
150 West Flagler Street
Miami, FL 33130

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CARRFOUR VALENCIA LAKES, LLC

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight EXT. 2956

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION OF
CARRFOUR VALENCIA LAKES, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is CARRFOUR VALENCIA LAKES, LLC (the "Company").

ARTICLE II - PURPOSE

(a) The purposes for which the Company is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Company is organized are to be exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Company's sole member, CarrFour Supportive Housing, Inc., a Florida not-for-profit corporation ("CarrFour"), in connection with fostering, providing and maintaining low-income housing to low income families. The Company, in connection with furthering its stated purposes, shall limit its activities to (i) ownership, financing, management, leasing or operation of affordable housing in the State of Florida as permitted under applicable governmental regulations for subsidized financing of housing for low income individuals and consistent with and recognized as charitable by the Internal Revenue Service in Revenue Procedure 96-32; and (ii) transacting any and all lawful business for which a limited liability company may be formed, provided, however, all of the same is undertaken solely in accordance with the purposes of CarrFour and CarrFour's not-for-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

(b) The Company shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on by entities exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Company is 155 S. Miami Avenue, Suite 1150, Miami, Florida 33131. -

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

| <u>Name</u> | <u>Address</u> |
|-----------------------|-----------------------------------------------------------|
| Maria Pellerin Barcus | 155 S. Miami Avenue Suite 1150 Miami, Florida 33131 |

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ARTICLE V - MEMBERS

- (a) The initial sole member of the Company is CarrFour Supportive Housing, Inc.
- (b) A member of the Company shall not cease to be a member of the Company upon the occurrence of an event specified in Florida Statutes Section 608.4237.

ARTICLE VI - MANAGEMENT

The Company shall be a member-managed company. CarrFour Supportive Housing, Inc. shall be the sole manager.

ARTICLE VII - TERM

The Company shall have perpetual existence.

ARTICLE VIII - DISSOLUTION

Upon dissolution of the Company, the member shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company by contribution exclusively to CarrFour Supportive Housing, Inc or one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE IX - NO PERSONAL LIABILITY

The members, managers, officers, and agents of the Company shall not be held personally liable or responsible for any contracts, debts or defaults of the Company while acting for or on behalf of the Company in any official and authorized capacity. The Company shall indemnify all of its members, managers, officers, and agents and all of its former members, managers, officers, and agents, to the fullest extent permitted by law.

ARTICLE X - PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to any private persons or for-profit corporations, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II herein.

ARTICLE XI - AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members. No member shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 15 day of March, 2004.



Maria Pellerin Barcus
Authorized Representative of Member

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the herein named limited liability company 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 CarrFour Valencia Lakes, LLC.
2. The name and street address of the registered agent and office are:

Maria Pellerin Barcus
155 S. Miami Avenue
Suite 1150
Miami, Florida 33131

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, the undersigned hereby 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 its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: March 15, 2004



Maria Pellerin Barcus, Registered Agent

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