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RECEIVED  
04 MAR 17 PM 4:28  
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04 MAR 17 AM 9:59  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Holland & Knight LLP  
Requester's Name  
315 So. Calhoun Street  
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425-5675  
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04 MAR 17 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. The Miami Lighthouse For The Blind and Visually Impaired  
Real Property Holdings, LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time ☒ Certified Copy  
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NEW FILINGS

☐ Profit  
☐ Not for Profit  
☒ Limited Liability  
☐ Domestication  
☐ Other

AMENDMENTS

☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

OTHER FILINGS

☐ Annual Report  
☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**ARTICLES OF ORGANIZATION OF  
THE MIAMI LIGHTHOUSE FOR THE BLIND AND VISUALLY  
IMPAIRED REAL PROPERTY HOLDINGS, LLC**

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

**ARTICLE I**

**NAME**

The name of the limited liability company is **THE MIAMI LIGHTHOUSE FOR THE BLIND AND VISUALLY IMPAIRED REAL PROPERTY HOLDINGS, LLC** (the "Company").

**ARTICLE II**

**ADDRESS**

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

601 S.W. 8<sup>th</sup> Avenue  
Miami, FL 33130

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV**

**MANAGEMENT**

The business affairs of the Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall serve in such capacity until his or her (their) successor(s) are duly elected and qualified. The Manager(s) shall be appointed by the authorized representatives of the sole Member of the Company.

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TALLAHASSEE, FLORIDA

**ARTICLE V.**

**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated: (i) in accordance with the Company's Operating Agreement; or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE VI.**

**PURPOSE**

The purpose for which the Company is being organized is to operate exclusively for charitable, educational or scientific purposes for which an organization may be exempt from federal taxation under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent U.S. Internal Revenue law, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3). The Company will operate as a division of The Miami Lighthouse for the Blind and Visually Impaired, Inc., a corporation exempt from Federal income taxation under section 501(c)(3).

**ARTICLE VII.**

**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company and, upon the written application of such new Member.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal this 17 day of March, 2004.



Michael A. Silva, Esq.,  
Duly Authorized Representative of a  
Member

### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for THE MIAMI LIGHTHOUSE FOR THE BLIND AND VISUALLY IMPAIRED REAL PROPERTY HOLDINGS, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 12 day of March, 2004.

INTRASTATE REGISTERED AGENT CORPORATION

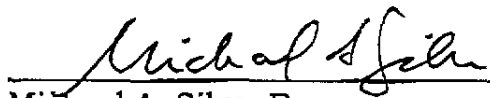
By:   
Name: Steven H. Hager  
Title: Vice President

**CERTIFICATE OF THE  
DULY AUTHORIZED REPRESENTATIVE  
OF THE SOLE MEMBER OF  
THE MIAMI LIGHTHOUSE FOR THE BLIND AND VISUALLY  
IMPAIRED REAL PROPERTY HOLDINGS, LLC**

The undersigned, being the Duly Authorized Representative of the sole Member as designated in the Articles of Organization of **THE MIAMI LIGHTHOUSE FOR THE BLIND AND VISUALLY IMPAIRED REAL PROPERTY HOLDINGS, LLC**, a limited liability company organized under the laws of the State of Florida effective March \_\_, 2004 (the "Limited Liability Company"), hereby certifies that the initial sole member of the Limited Liability Company in the percentage indicated is as follows:

<u>NAME</u>	<u>PERCENTAGE</u>
The Miami Lighthouse for the Blind and Visually Impaired, Inc.	100%

IN WITNESS WHEREOF, the undersigned hereby executes this certificate effective as of the 12 day of March, 2004.

  
\_\_\_\_\_  
Michael A. Silva, Esq.  
Duly Authorized Representative  
of the sole Member

**UNANIMOUS WRITTEN CONSENT  
OF THE SOLE MEMBER  
OF  
THE MIAMI LIGHTHOUSE FOR THE BLIND AND VISUALLY IMPAIRED  
REAL PROPERTY HOLDINGS, LLC**

The undersigned, being the sole Member of **THE MIAMI LIGHTHOUSE FOR THE BLIND AND VISUALLY IMPAIRED REAL PROPERTY HOLDINGS, LLC**, a Limited Liability Company organized under the laws of the State of Florida on March 12, 2004 (the "Company"), hereby adopt the following resolutions:

**RESOLVED**, that the following individual be, and hereby is, appointed as Manager and Officer of the Company to serve until his successor(s) has been elected and qualified or until the earlier of his resignation, removal from office, or death:

Name:

Title:

Roxann Mayros

Manager and President

**FURTHER RESOLVED**, that the Manager of the Limited Liability Company is hereby authorized to use such additional titles as he may deem appropriate or necessary in order to assist with the daily functions of the Limited Liability Company.

**IN WITNESS WHEREOF**, the sole Member of **THE MIAMI LIGHTHOUSE FOR THE BLIND AND VISUALLY IMPAIRED REAL PROPERTY HOLDINGS, LLC**, executes this Written Consent effective as of the 12 day of March, 2004.

**THE MIAMI LIGHTHOUSE FOR THE  
BLIND AND VISUALLY IMPAIRED, INC.**

By: 

Name: Roxann Mayros

Title: President and CEO

**WRITTEN CONSENT IN LIEU OF THE ORGANIZATIONAL MEETING OF THE  
SOLE MANAGER OF THE MIAMI LIGHTHOUSE FOR THE BLIND AND  
VISUALLY IMPAIRED REAL PROPERTY HOLDINGS, LLC**

The undersigned sole Manager of **THE MIAMI LIGHTHOUSE FOR THE BLIND AND VISUALLY IMPAIRED REAL PROPERTY HOLDINGS, LLC**, a limited liability company organized under the laws of the State of Florida (hereinafter "Limited Liability Company"), hereby consents to and adopts the following resolutions by written consent, in lieu of the organizational meeting of the sole Member:

**REGISTERED OFFICE AND AGENT**

**RESOLVED**, that the registered agent of the Limited Liability Company shall be Intrastate Registered Agent Corporation.

**FURTHER RESOLVED**, that the registered office of the Limited Liability Company will be the offices of Intrastate Registered Agent Corporation, 701 Brickell Avenue, Suite 3000, City of Miami, County of Miami-Dade, State of Florida 33131; and

**DESIGNATION OF MANAGERS AND OFFICERS**

**RESOLVED**, that the following individual be, and hereby is, appointed as manager and officer of the Limited Liability Company to serve until the earlier of his resignation, until the authority to use such designation is removed, or death:

Name:

Title:

Roxann Mayros

Manager and President

**BANK ACCOUNTS, CREDIT CARDS, AND  
LIMITED LIABILITY COMPANY DOCUMENTS**

**RESOLVED**, that Roxann Mayros and/or her designee(s), if any, signing individually be and hereby is/are authorized, at her discretion and without further action by the Member(s):

1. To open, maintain, or discontinue accounts of the Limited Liability Company with any bank, brokerage house, trust company and/or other financial institution;



2. To deposit or cause to be deposited in those banks, brokerage houses, trust companies and/or other financial institutions any of the funds of the Limited Liability Company;

3. To designate the person or persons authorized to draw on those accounts;

4. To authorize banks, brokerage houses, trust companies and/or other financial institutions in which the Limited Liability Company maintains accounts to accept for deposit in those accounts checks and drafts made payable to the order of the Limited Liability Company;

5. To prescribe such rules and conditions pertaining to the accounts as they consider necessary or desirable to protect the interest of the Limited Liability Company;

6. To borrow against or encumber assets on behalf of this Limited Liability Company, upon such terms and conditions as they deem appropriate.

FURTHER RESOLVED, that the Manager or officer of the Limited Liability Company is authorized to certify any standard bank, brokerage house, trust company, credit card, loan, or other financial institution resolution necessary to effectuate the foregoing authorizations and to insert copies of those resolutions in the minute books of the Limited Liability Company as part of its permanent records.

#### MEMBERSHIP CERTIFICATES

**RESOLVED**, that the Manager of the Limited Liability Company be, and he hereby is, authorized to issue a membership certificate as follows in the percentage indicated:

<u>Name</u>	<u>Percentage</u>
THE MIAMI LIGHTHOUSE FOR THE BLIND AND VISUALLY IMPAIRED, INC.	100%

LIMITED LIABILITY COMPANY SEAL

**RESOLVED**, that the seal impressed upon the margin hereof, be and it hereby is, adopted as the official seal of the Limited Liability Company.


ORGANIZATION EXPENSES

**RESOLVED**, that the Manager of the Limited Liability Company is hereby authorized to pay all organizational fees and expenses of the Limited Liability Company and to reimburse any person or persons who have paid such fees and expenses on behalf of the Limited Liability Company.

**FURTHER RESOLVED**, that the Manager of the Limited Liability Company shall take such further actions as he may consider necessary or appropriate to effect the intent of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned hereby execute(s) this Written Consent effective as of the 12 day of March, 2004.

Sole Manager:

  
Roxann Mayros