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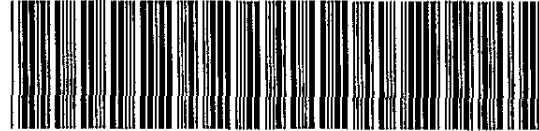
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March 30, 2004

Reply To: Boca Raton

File No.: SOPLL-0001

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□ Board Certified Estate Planning
and Probate Lawyer
○ Board Certified Real Estate Lawyer

‡ Member of D.C. Bar
X Member of N.Y. Bar
¶ Member of Ohio Bar

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization/Sunset One Properties, LLC

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Organization of the referenced limited liability company and a check in the amount of \$130.00 representing the filing fee, registered agent designation fee and the cost for obtaining a certificate of status. Please forward evidence of filing to the undersigned using the enclosed self-addressed, prepaid envelope.

Very truly yours,



William S. Kramer

WSK/jkw

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Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SUNSET ONE PROPERTIES, LLC**

The undersigned, being the manager and the sole initial member of **Sunset One Properties, LLC**, a Florida limited liability company formed hereunder (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

Sunset One Properties, LLC

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

**4601 Ponce De Leon Boulevard
Suite 300
Coral Gables, FL 33146
Attn: Robert G. Berrin**

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of this Company is:

**4601 Ponce De Leon Boulevard
Suite 300
Coral Gables, FL 33146
Attn: Robert G. Berrin**

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The name and the street address of the registered agent of this Company in the State of Florida shall be:

**Robert G. Berrin
Sunset One Properties, LLC
4601 Ponce De Leon Boulevard
Suite 300
Coral Gables, FL 33146**

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ARTICLE V. DURATION

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the written agreement of members owning a majority in interest of membership interests or pursuant to an event described in Article IX of these Articles of Organization.

ARTICLE VI. MANAGEMENT

The Limited Liability Company is to be managed by a Manager. The name and address of the initial Manager is set forth below. The initial Manager shall serve as manager until the first annual meeting of members or until his successors are elected and qualified.

Robert G. Berrin
Sunset One Properties, LLC
4601 Ponce De Leon Boulevard
Suite 300
Coral Gables, FL 33146

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ARTICLE VII. 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 in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members 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 members, and upon such member's agreement to comply with these Articles of Organization, its operating agreement, if any, and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

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 compliance with the terms and conditions therefore stated in the Company's operating agreement, as the same may be amended from time to time, or upon the affirmative vote of a majority in interest of the members holding membership interests of the Company either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the operating agreement, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the operating agreement of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

ARTICLE IX. RIGHT TO CONTINUE BUSINESS/ DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the operating agreement, if any, of the Company, any other agreement governing the operation of the Company, or under

the Act, the Company shall be continued unless the members elect to dissolve the Company, either upon the affirmative vote of a majority in interest of the members of the Company, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

ARTICLE XII. OPERATING AGREEMENT

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal an operating agreement or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

ARTICLE XIII. LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member. Notwithstanding the foregoing, the Company has the authority to borrow money and to mortgage and pledge all assets of the Company for the repayment thereof, and the Manager of the Company has the power to execute and deliver all documents, agreements and instruments in connection with any of the foregoing consistent with the terms of the operating agreement.

ARTICLE XIV. PURPOSE

The Company's business and purpose shall consist solely of the ownership, maintenance, management and rental of that certain two story commercial building located at 5879 Sunset Drive, South Miami, Florida 33143, in Miami-Dade County, Florida (the "Property") and such other activities as are necessary, incidental or appropriate in connection therewith, including, but not limited to reconstruction and/or redevelopment of the Property, the acquisition of other properties, including pursuant to tax-free exchanges and other

transactions in accordance with Section 1031 and/or 1033 of the Internal Revenue Code, and the sale of the Property and/or other properties.

ARTICLE XV. TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's Membership Interest shall be personal property for all purposes.

ARTICLE XVI. SEPARATENESS/OPERATIONS MATTERS

The Company shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, or that of its agent, Capital Realty Services, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and

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(j) not assume, guarantee or pay the debts or obligations of any other person.

IN WITNESS WHEREOF, the undersigned members have executed the foregoing
Articles of Organization as of this 26th day of March, 2004.

MANAGER:


ROBERT G. BERRIN

INITIAL
MEMBER:


RAY BERRIN, TRUSTEE OF THE RAY
BERRIN TRUST DATED 10/8/93

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2004 APR -2 P 8:25

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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 UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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:

Sunset One Properties, LLC

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

**Robert G. Berrin
c/o Sunset One Properties, LLC
4601 Ponce De Leon Boulevard
Suite 300
Coral Gables, FL 33146**

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 agree 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.

By: _____

Robert G. Berrin

Date: March 26, 2004

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