

L04 000041767

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

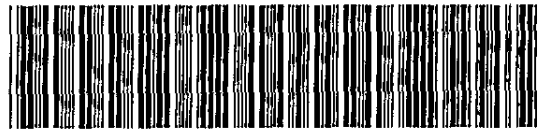
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

6/3
Christ



600037362406

06/01/04--01074--016 **155.00

FILED
04 JUN -1 PM 1:16
TALLAHASSEE, FLORIDA

Dennis M. Solomon, P.A.

Attorney at Law
1601 Belvedere Road, Suite 407 South
West Palm Beach, FL 33406

Telephone (561) 689-6602
Fax (561) 689-4363
email: dennis@meyerwfb.meyerjabara.com

Via Federal Express (850) 245-6051 AB#7918-5423-4775

May 28, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Articles of Organization of Devonshire on the Bay, LLC
File No. 04-203

FILED
04 JUN -1 PM 1:16
TALLAHASSEE, FLORIDA

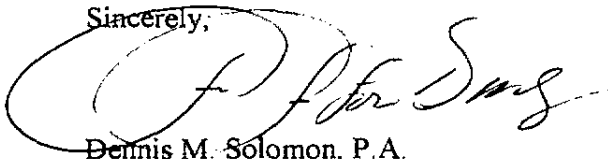
Dear Sir or Madam:

Attached please find the original and one copy of Articles of Organization of Devonshire on the Bay, LLC; together with check number 1199 in the amount of \$155.00 made payable to Secretary of State for filing fee as to the above.

Please return a certified copy of same at your earliest convenience.

Please do not hesitate to contact the undersigned with any questions you may have.

Sincerely,



Dennis M. Solomon, P.A.

DMS/pmp
Enc.

**ARTICLES OF ORGANIZATION
OF
DEVONSHIRE ON THE BAY, LLC**

The undersigned hereby adopts the following Articles of Organization ("Articles") for the purpose of forming a limited liability company under the laws of the State of Florida under Chapter 608, 2003, as amended, the Florida Limited Liability Company Act:

**Article I
NAME**

The name of the limited liability company (the "Company") is DEVONSHIRE ON THE BAY, LLC.

**Article II
DURATION**

This Company is to commence its existence on the date these Articles are filed with the Secretary of State's Office, State of Florida, and shall exist perpetually thereafter until dissolved according to law.

**Article III
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company is 1601 Belvedere Road, Suite 407 South, West Palm Beach, Florida 33406.

**Article IV
INITIAL REGISTERED AGENT AND ACCEPTANCE**

Pursuant to the provisions of Section 608.415, Florida Statutes, 2003, as amended, the name and street address of its initial registered agent in Florida is as follows:

William A. Meyer
c/o Meyer Jabara Hotels
1601 Belvedere Road, Suite 407 South
West Palm Beach, FL 33406

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY AT THE PLACE DESIGNATED IN THESE ARTICLES, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN SUCH CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF THE UNDERSIGNED RELATING TO THE DESIGNATION HEREIN, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS/ITS POSITION AS REGISTERED AGENT.

SIGNATURE: 

WILLIAM A. MEYER

Dated: May 28 2004

FILED
04 JUN 17 PM 1:16
TALLAHASSEE, FLORIDA

Article V
RIGHT OF MEMBERS TO ADMIT ADDITIONAL MEMBERS

Except as otherwise provided in the articles of organization or the operating agreement, no person may be admitted as a member unless a majority-in-interest of the members consent in writing to the admission of the additional member.

Article VI
CONTINUATION OF BUSINESS AFTER CERTAIN EVENTS

The Limited Liability Company shall be dissolved upon the death, bankruptcy, retirement, resignation, expulsion, or dissolution of any Member or the occurrence of any other event which terminates the continued membership of a member; provided, however that all the remaining Members may consent to the continuance of the Limited Liability Company's business notwithstanding the death, bankruptcy, retirement, resignation, expulsion, or dissolution of any Member or the occurrence of any other event which terminates the continued membership of a Member. The exercise of this right to continue shall be by Notice by any Member of the remaining Members within thirty (30) days after the dissolution as described in this Article. The Limited Liability Company shall be dissolved upon the unanimous written consent of the Members of the Limited Liability Company.

Article VII
MANAGEMENT

The Limited Liability Company shall be managed by the managing member(s) whose respective name(s) and address(es) is/are listed below:

William A. Meyer
1601 Belvedere Road, Suite 407 South
West Palm Beach, FL 33406

Article VIII
PURPOSE

This Limited Liability Company is organized for the purpose of being in the business of owning stock or any other equity interest in any hotel, as well as the transacting any and all lawful business authorized to Limited Liability Companies organized in the State of Florida.

Article IX
CERTIFICATE OF MEMBERSHIP

This Company is not authorized to issue shares of stock, but may, as provided in the Florida Statutes, issued certificates of membership to its members. The names of the initial members of the Company and their initial percentage interest in the Company are as follows:

FILED
JUN - 1 PM 1:16
PALM BEACH, FLORIDA

<u>Names of Members</u>	<u>Address</u>	<u>Initial Percentage Interest</u>
William A. Meyer	c/o Meyer Jabara Hotels 1601 Belvedere Road, Suite 407 South West Palm Beach, FL 33406	50%
Steven A. Tendrich	c/o Meyer Jabara Hotels 1601 Belvedere Road, Suite 407 South West Palm Beach, FL 33406	50%

FILED
04 JUN -1 PM 1:16
TALLAHASSEE, FLORIDA

**Article X
INDEMNIFICATION**

The Company shall indemnify any present or former member or person exercising powers and duties of a member, to the full extent now or hereafter permitted by law, including F.S.608.4229, 2003, as amended.

**Articles XI
POWERS**

This Company shall have all of the powers available to limited liability companies created under the laws of the State of Florida, including, but not limited to, those set forth in Florida Statute 608.404, 2002, as the same may be hereafter amended.

**Article XII
MEETING BY CONFERENCE TELEPHONE**

Members of the Company may participate in meetings of members by means of telephone conference calls and may lawfully adopt company resolutions by unanimous written consent of the members, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization as of the 28th day of May, 2004.

Member:


William A. Meyer