

L04000046021

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000120440 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : RICARDO MARTINEZ-CID, P.A.
Account Number : 076640001666
Phone : (305) 859-7494
Fax Number : (305) 858-2513

RECEIVED

04 JUN 18 PM 12:28

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 JUN 18 A 10:17

FILED

LIMITED LIABILITY COMPANY

THE SHAMROCK AT BOYNTON BEACH LLC

Certificate of Status	1
Certified Copy	1
Page Count	40-11
Estimated Charge	\$160.00

Name Availability	Y
Document Examine	DCC
Update	DCC
Update or Verify	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Electronic Filing Menu

Corporate Filing

Public Access Help

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

RICARDO MARTINEZ-CID

Professional Association
Attorney at Law

1699 Coral Way, Suite 510, Miami, Florida 33145-2860
Telephone (305) 859-7494 Facsimile (305) 858-2513
e mail: mtnezcid@aol.com

FACSIMILE TRANSMISSION

Number of pages sent: 10 (including this page)

SEND TO: Florida Department of State/Division of Corporations
P. O. Box 6327, Tallahassee, Florida 32314

VIA: (850) 245-6052

SENT BY: Ricardo Martinez-Cid, Esq.

DATE: June 7, 2004

Gentlemen:

The proposed Articles of Organization and Certificate of Designation of Registered Agent and Office, and the Audit for a Florida limited liability company to be known as **THE SHAMROCK AT BOYNTON BEACH LLC** follows. Debit my account for the amount of \$160.00, covering the filing fee (\$100.00), the registered agent certificate (\$25.00), a good standing certificate (\$5.00) and one (1) certified copy of the Articles of Organization (\$30.00).

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

FILED
2004 JUN 18 A 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

RICARDO MARTINEZ-CID
Page Two

Upon filing Articles of Organization, Affidavit of Capital Contributions, and Certificate of Designation of Registered Agent and Office, please, provide, via facsimile, a good standing certificate and a certified copy of the Articles of Organization. Thank you for your cooperation.

Sincerely yours,

RICARDO MARTINEZ-CID, ESQ.

Ricardo Martinez-Cid

RMC/amr

cc: Client

VIA: (305) 598-0106

SHOULD YOU ENCOUNTER ANY PROBLEMS RECEIVING THIS FAX, PLEASE CALL 305-859-7494

The information contained in this transmission is ~~PRIVILEGED AND CONFIDENTIAL~~. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, collect and return the original message to us at the above-address via US Postal Services, we will reimburse you for postage. Thank You.

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

THE SHAMROCK AT BOYNTON BEACH LLC

ARTICLES OF ORGANIZATION OF FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Florida Limited Liability Company is:

THE SHAMROCK AT BOYNTON BEACH LLC, hereinafter designated the "Limited Liability Company."

ARTICLE II - Address:

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

THE SHAMROCK AT BOYNTON BEACH
c/o CARLOS ZOE CHUMAN
4001 N. Pine Island Road
Sunrise, Florida 33351.

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida address of the registered agent of the Limited Liability Company are:

CARLOS ZOE CHUMAN
4001 N. Pine Island Road
Sunrise, Florida 33351.

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JUN 18 10:23 AM '11

JUN 07 04 09:03a

MARTINEZ-CID PA

3058582513

p.2

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

Having been named as registered agent and to accept service of process for the 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 as provided in Chapter 508, Florida Statutes.


CARLOS ZOE CHUMAN

ARTICLE IV - Management:

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V - Initial Managers:

The Limited Liability Company shall initially have two (2) managers. The number of managers may either increase or diminish from time to time, as established by the Members, as provided in the Regulations adopted by the Limited Liability Company, but shall never be less than one (1). The initial two (2) managers of the Limited Liability Company are CARLOS ZOE CHUMAN of 4001 N. Pine Island Road, Sunrise, Florida 33351, and ROSA MARIA CHUMAN of 4001 N. Pine Island Road, Sunrise, Florida 33351.

ARTICLE VI - Scope of Managers' Authority:

Each Manager of the Limited Liability Company, may by his/her sole signature, alone or joined by other Manager, if any, exercise the broadest powers granted by law, including, without limitation,

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

2004 JUN 18 A 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

p.3
p.5

3058582513

MARTINEZ-CID PA

JUN 18 04 10:23a
JUN 18 04 11:02a

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

except as may be otherwise limited by law, the power and authority to buy, develop, manage, sell, lease, rent, pledge, mortgage, transfer, exchange, convert, partition, and otherwise dispose of, and grant options with respect to, any and all property at any time owed by the Limited Liability Company or in or to which the Limited Liability Company may have an interest and/or claim, or any interest therein; and any sale may be a public or private sale for cash or for credit, with or without security; all for such purposes, at such times, and upon such terms as the Manager, may by his/her sole signature, alone or joined by other Managers, if any, determine. No transferee, lender, or other person shall be bound to see to or be liable for the application of the proceeds of any transaction with a Manager of this Limited Liability Company. The powers and authority herein described are not in limitation of any powers otherwise conferred upon a Manager of this Limited Liability Company by law.

ARTICLE VII - Transferability of Member's Interest:

No member shall have the right to assign the member's interest in the Limited Liability Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the elections of the managers of the Limited Liability Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

ARTICLE VIII - Nature of Business and Purpose:

The Limited Liability Company is organized to purchase, develop and manage quality South Florida real estate, and for all other lawful businesses.

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

ARTICLE IX. Beginning of Limited Liability Company Existence:

The Limited Liability Company's existence shall begin effective as of the date this Articles of Organization are filed with the Florida Secretary of State.

ARTICLE X - Duration:

The duration of the Limited Liability Company shall be perpetual, unless the Limited Liability Company dissolves in accordance with the provisions of the Limited Liability Company's Regulations of these Articles of Organization.

ARTICLE XI - Dissolution:

The Limited Liability Company shall be dissolved upon death, bankruptcy, dissolution or termination of a member's membership in the Limited Liability Company for any reason, unless the business of the Limited Liability Company is continued by the written consent of all the remaining members of the Limited Liability Company within thirty (30) days after any of these events.

ARTICLE XII - Percentage Interest: Membership Certificate:

The profits and losses of the Limited Liability Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of the Units owned by all members), unless otherwise provided in the Regulations of the Limited Liability Company. A member's interest in the Limited Liability Company may be evidenced by a Membership Certificate issued by the Limited Liability Company.

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

FILED
2004 JUN 17
TALLAHASSEE
SECRETARY OF STATE

Jun 18 04 11:23a
Jun 07 04 09:04a

MARTINEZ-CID PA

3058582513

p.1
p.5

**THE SHAMROCK AT BOYNTON BEACH LLC
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

1. The name of the Florida Limited Liability Company is:

THE SHAMROCK AT BOYNTON BEACH LLC, hereinafter designated the "Limited Liability Company."

2. The name and the Florida street address of the registered agent of the Limited Liability Company are:

CARLOS ZOE CHUMAN
4001 N. Pine Island Road
Sunrise, Florida 33351.

Having been named as registered agent and to accept service of process for the 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 as provided in Chapter 608, Florida Statutes.


CARLOS ZOE CHUMAN

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

2004 JUN 17 10:17
STATE
TALLAHASSEE

FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization, this June 4, 2004, and, under the penalties of perjury, the undersigned affirm that the facts stated herein are true.



ROSA MARIA CHUMAN



CARLOS ZOE CHUMAN

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

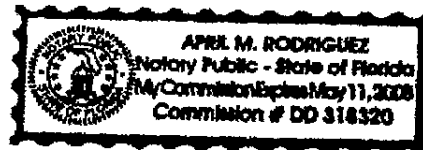
BEFORE ME, the undersigned Notary Public, personally appeared ROSA MARIA CHUMAN and CARLOS ZOE CHUMAN, who are either personally known to me or provided their Florida Driver's licenses as identification, and they acknowledged before me that they executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this June 4, 2004.



NOTARY PUBLIC / STATE OF FLORIDA

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513



FLORIDA BAR NO. 157029 / AUDIT NUMBER: H04000120440 3

FILED

2004 JUN 18 A 10
NOTARY OF STATE
MIAMI-DADE, FLORIDA

Jun 07 04 09:07

MARTINEZ-CID PA

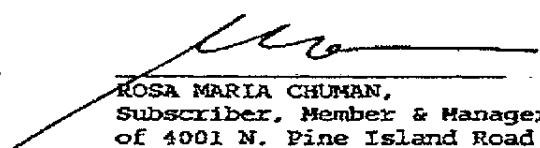
3058582513

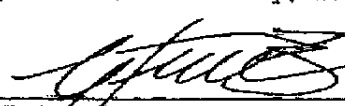
P.1

WAIVER OF NOTICE OF SPECIAL MEETING OF
THE SUBSCRIBERS, MEMBERS AND MANAGERS
OF THE SHAMROCK AT BOYNTON BEACH LLC
A FLORIDA LIMITED LIABILITY COMPANY,
TO BE HELD ON JUNE 7, 2004 AT 9:00 A.M.
AT 4001 N. PINE ISLAND ROAD, SUNRISE, FLORIDA 33351

The undersigned, CARLOS ZOE CHUMAN, one (1) of two (2) initial members, managers and subscribers, and ROSA MARIA CHUMAN, one of two (2) initial members, holders of an undivided 1000/1000 Membership Interest, held as tenants by the entireties, managers and subscribers of THE SHAMROCK AT BOYNTON BEACH LLC, a Florida limited liability company (the "Limited Liability Company"), hereby consent to a meeting of the subscribers and initial Membership of the Limited Liability Company, on the date and place herein above established, to establish the number of Units, approve their distribution, and consider the adoption of the Operating Agreement of the Limited Liability Company.

IN WITNESS WHEREOF, the foregoing Waiver was executed by the undersigned on June 7, 2004, at Miami, Miami-Dade County, Florida.


ROSA MARIA CHUMAN,
Subscriber, Member & Manager
of 4001 N. Pine Island Road
Sunrise, Florida 33351


CARLOS ZOE CHUMAN,
Subscriber, Member & Manager
of 4001 N. Pine Island Road
Sunrise, Florida 33351

(Limited Liability Company Seal)

FILED

2004 JUN 18 A 10:17

CLERK OF DISTRICT COURT
ALABAMA, FLORIDA

Jun 07 04 09:07a

MARTINEZ-CID PA

3058582513

p-2

MINUTES OF SPECIAL MEETING OF
THE SUBSCRIBERS, MEMBERSHIP AND MANAGERS
OF THE SHAMROCK AT BOYNTON BEACH LLC
A FLORIDA LIMITED LIABILITY COMPANY,
HELD ON JUNE 7, 2004 AT 9:00 A.M.
AT 4001 N. PINE ISLAND ROAD, SUNRISE, FLORIDA 33351


The undersigned, by their signature hereunder, certify that, at a duly held special meeting of the subscribers, initial Membership and Managers of THE SHAMROCK AT BOYNTON BEACH LLC, a Florida limited liability company (the "Limited Liability Company"), called in accordance with the Regulations thereof, held on the date and place herein-above established, at which all members and subscribers were present and voting throughout, the following resolutions were unanimously adopted and are still in full force and effect and unaltered and unmodified, to-wit:

RESOLVED, the total number of Units to be issued by the Limited Liability Company is established at one thousand (1,000) Units; AND,

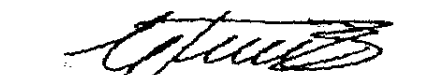
FURTHER RESOLVED, the offer of CARLOS ZOE CHUMAN and ROSA MARIA CHUMAN to purchase One Thousand Units (1000), for and in consideration of their past services to the Limited Liability Company and the sum of _____ (\$ _____) Dollars, constitutes an offer to purchase Units in the Limited Liability Company is for an adequate and reasonable consideration, as provided in §607.0621 of the Florida Statutes, and CARLOS ZOE CHUMAN and ROSA MARIA CHUMAN, as the present Managers of the Limited Liability Company are hereby instructed to accept said offer and to consummate the issuance of said One Thousand (1000) Units to CARLOS ZOE CHUMAN and ROSA MARIA CHUMAN, as tenants by the entireties; AND,

FURTHER RESOLVED, to adopt the Operating Agreement, dated June 7, 2004, as the operating agreement of the Limited Liability Company.

IN WITNESS WHEREOF, the foregoing Minutes were executed by the undersigned on June 7, 2004, at Miami, Miami-Dade County, Florida.


ROSA MARIA CHUMAN, Manager
Subscriber and Member
of 4001 N. Pine Island Road
Sunrise, Florida 33351

(Limited Liability Company Seal)


CARLOS ZOE CHUMAN, Manager
Subscriber and Member
of 4001 N. Pine Island Road
Sunrise, Florida 33351

FILED

7.7
11.11

3058582513

MARTINEZ-CID PA

Jun 18 04 10:24a
Jun 18 04 11:03a