

L04000061011

Division of Corporations

302-575-0925

T-886 P.001/002 F-410

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.

((H04000168098 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 : AGENTS AND CORPORATIONS, INC  
Account Number : I20010000112  
Phone : (302)575-0875  
Fax Number : (302)575-0925

FILED  
2004 AUG 17 A 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FL

LIMITED LIABILITY COMPANY

BAYPOINT ESTATE, LLC

Certificate of Status	0
Certified Copy	0
Page Count	012
Estimated Charge	\$125.00

Name Availability	DCC
Document Examiner	DCC
Updater	DCC
Updater verifier	DCC
acknowledgement	DCC
P. Verifier	DCC

Electronic Filing Menu

Corporate Filing

Public Access Help

Aug-17-2004 11:14am From-DAVID WILLIAMS LAW FIRM PA  
Aug 17 04 11:30a The names re...  
Aug-17-2004 08:56am From-DAVID WILLIAMS LAW FIRM PA

302-575-8225

302-575-8225

T-886 P.002/002 F-410

T-878 P.002/002 F-401

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is: **BAYPOINT ESTATE, LLC**

## ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: **4805 56<sup>th</sup> Avenue W, Bradenton, FL 34210**

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

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

**Agents and Corporations, Inc.  
Suite E, 773 4<sup>th</sup> Avenue North  
Naples, FL 34102**

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 as provided for in Chapter 605, F.S.

*David Williams*  
Registered Agent's Signature

## ARTICLE IV - Management (Check box if applicable.)

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

## ARTICLE IV - Member(s):

The initial Member(s) of the Limited Liability Company shall be:

*Thomas Heiman*  
Signature of a member or an authorized representative of a member

(In accordance with section 605.405(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

*THOMAS HEIMAN*  
Typed or printed name of signee

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.**

(((H04000169357 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 : (950)205-0381

From: Account Name : JORGE L. GURIAN P.A.  
Account Number : I20010000123  
Phone : (305)279-4101  
Fax Number : (305)279-1489

**FLORIDA PROFIT CORPORATION OR P.A.**

**THREE**  
**THE BEACH CLUB 406-07-04 CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

**Electronic Filing Menu**

**Corporate Filing**

**Public Access Help**

Fax Audit Number: H04000169357 3

Account Number: 120010000123

**ARTICLES OF INCORPORATION OF  
THE BEACH CLUB THREE 1406-07-04 CORP.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be: **THE BEACH CLUB THREE 1406-07-04 CORP.**

**ARTICLE II**

The mailing address and principal place of business of this corporation shall be: 2100 Ponce De Leon Boulevard, Suite 600, Coral Gables, FL 33134

**ARTICLE III**

The corporation is authorized to issue one class of stock, that being 100,000 shares of Voting Common Stock with \$1 par value. The transfer of these shares will be governed by the bylaws of the corporation.

**ARTICLE IV**

The name and address of the corporation's initial registered agent is:

Jorge Gurian  
2100 Ponce De Leon Boulevard, Suite 600  
Coral Gables, Florida 33134

**ARTICLE V**

The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

Fax Audit Number: H04000169357 3

Account Number: 120010000123

Fax Audit Number: H04000169357 3  
Account Number: I20010000123

#### ARTICLE VI

*The name and street address of the incorporator of these Articles of Incorporation is:*

Jorge Gurian  
2100 Ponce De Leon Boulevard, Suite 600  
Coral Gables, FL 33134

#### ARTICLE VII

*The name and address of the initial director of the corporation is as follows:*

Regulo Suarez and Luisana Suarez  
2100 Ponce De Leon Boulevard  
Suite 600  
Coral Gables, FL 33134

#### ARTICLE VIII

*The name and address of the initial officer of the corporation is as follows:*

Regulo Suarez	Luisana Suarez
President	Secretary
2100 Ponce De Leon Blvd.	2100 Ponce De Leon Blvd.
Suite 600	Suite 600
Coral Gables, FL 33134	Coral Gables, FL 33134

#### ARTICLE IX

No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is a result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Fax Audit Number: H04000169357 3  
Account Number: I20010000123

Fax Audit Number: H04000169357 3

Account Number: I20010000123

The undersigned incorporator, Jorge Gurian, has executed these Articles of Incorporation on this 18<sup>th</sup> day of August, 2004.

  
JORGE GURIAN  
INCORPORATOR

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: THE BEACH CLUB THREE 1406-07-04 CORP.
2. The name and the Florida street address of the initial registered agent are:

Jorge Gurian  
2100 Ponce De Leon Boulevard, Suite 600  
Coral Gables, Florida 33134

*Having been named as registered agent and to accept service of process for THE BEACH CLUB THREE 1406-07-04 CORP. 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.*

  
JORGE GURIAN

Fax Audit Number: H04000169357 3

Account Number: I20010000123