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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN OCT 25 2004

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October 21, 2004

**Via Federal Express**

Secretary of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**Re: Articles of Organization for 3CAL, LLC  
Our File No. 2086-16**

Dear Sir/Madam:

Enclosed please find the Articles of Organization for 3CAL, LLC a Florida limited liability company. We have also enclosed a check for the filing fees for the Articles of Organization, two (2) certified copies, and two (2) certificates of status for a total of \$195.00 payable to the Secretary of State. Please return the documents to our office in the enclosed Federal Express envelope.

Very truly yours,

  
Mara J. Jockers

Enclosures  
cc: I. Barry Blaxberg  
2086-16/MJJ/Dominguez/8522

# ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY

## Article I

The name of the limited liability company is: 3CAL, LLC (the "Company").

## Article II

The mailing address and the street address of the principal office of the Company is:  
600 Corporate Drive, Suite 102, Ft. Lauderdale, Florida 33334.

## Article III

The address of its registered office in the State of Florida is: 600 Corporate Drive, Suite 102, in the City of Ft. Lauderdale, Florida 33334.

## Article IV

The name of its Registered Agent at such address is: I. Barry Blaxberg, Esq., Blaxberg, Grayson, Kukoff & Segal, P.A., 25 SE Second Avenue, Suite 730, Miami, Florida 33131.

## Article V

1. The Manager of the Company is Bernard Gliberman, whose address is 41050 Vincenti Court, Novi, Michigan 48375.
2. The sole purpose of the Company is organized is solely for purposes of holding the sole member and sole managing member's interest in CROSSWINDS AL, LLC, a Delaware limited liability company, an entity which is the sole member of Crosswinds at Arbor Lakes, LLC, a Florida limited liability company ("CAL") which is acquiring a multi-family apartment development located at 10150 Belle Rive Boulevard, in Jacksonville, Florida, which is commonly known as The Preserve at Arbor Lakes, for purposes of conversion and sale of condominium units (the "Project"). The Company shall also be authorized to transact any and all lawful business which the Company is permitted under the laws of the State of Florida, so long as it is incident to and necessary and appropriate to accomplish the foregoing purpose. The Company's purpose shall include engaging in all activities incidental to its ownership of the membership interests in CROSSWINDS AL, LLC, a Delaware limited liability company. The Company shall take such actions as are

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necessary to enable CROSSWINDS AL, LLC (the "Mezzanine Borrower") to serve as the Borrower entity for purposes of CROSSWINDS AL, LLC obtaining a loan of up to \$6,250,000.00 from Lehman Brothers Holdings, Inc. (the "Mezzanine Loan") for use in conjunction with the Property, including, but not limited to, taking such actions as may be necessary or required for purposes of obtaining the Mezzanine Loan, inclusive of authorizing or participating in the pledge of direct or indirect equity interests of the Company.

3. Notwithstanding any other provision of these Articles of Organization and any provision of law that otherwise so empowers the Company, the Company shall not, without the unanimous vote of all of the members of the Company and the Manager, do any of the following: (i) dissolve or liquidate, in whole or in part; consolidate or merge with or into any other business entity; or convey, sell or transfer all or substantially all of the assets of the Company or cause the Mezzanine Borrower to do any of the foregoing; (ii) engage in any business or activity other than as set forth in these Articles of Organization or cause the Mezzanine Borrower or any of its affiliates to engage in any business activity not expressly permitted in its organizational documents; or (iii) institute any "Bankruptcy Action" (as defined below).

4. A unanimous vote of all the members of the Company and the Manager, is necessary for the Company (a) to amend, alter, change or repeal the provisions of this Certificate of Formation; (b) to recommend to the members of the Company any such amendment, alteration, change or repeal, or (c) to cause the Mezzanine Borrower or any affiliates to amend, alter, change or repeal its organizational documents.

5. The Company's obligation to indemnify its members, the Manager, directors and officers shall not constitute a claim against the Company so long as the Mezzanine Loan is outstanding and, if such obligation is permitted as a claim against the Company, it shall be fully subordinated to the Mezzanine Loan.

6. As referred to herein, the term "Bankruptcy Action" means:

(a) Taking any action that might cause the Company or the Mezzanine Borrower to become insolvent;

(b) Commencing any case, proceeding or other action on behalf of the Company or the Mezzanine Borrower or any affiliates under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;

(c) Instituting proceedings to have the Company or the Mezzanine Borrower or any affiliates adjudicated as bankrupt or insolvent;

(d) Consenting to the institution of bankruptcy or insolvency proceedings against the Company or the Mezzanine Borrower or any affiliates;

(e) Filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Company of its debts, the Mezzanine Borrower, or any affiliates on behalf of its debts under any federal or state law relating to bankruptcy;

(f) Seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Company or a substantial portion of its properties, the Mezzanine Borrower, or any affiliates or a substantial portion of its properties;

(g) Making any assignment for the benefit of the Company's or Mezzanine Borrower's or any affiliates' creditors;

(h) Failing to defend, oppose, contest or object to the institution of bankruptcy or insolvency proceedings against the Mezzanine Borrower; or

(i) Taking any action or causing the Mezzanine Borrower to take any action in furtherance of any of the foregoing.

7. All actions of the members and the Manager may be taken by written consent in accordance with the laws of the State of Florida.

**In Witness Whereof**, the undersigned have executed this Certificate of Formation this 21<sup>st</sup> day of October, 2004.

By: [Signature]  
Authorized Person(s)

Name: I Barry Blaxberg  
Type or Printed

*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 608, F.S.*

[Signature]  
Registered Agent's Signature

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