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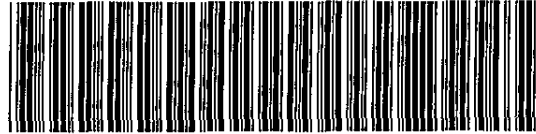
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TALLAHASSEE, FLORIDA 32301



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 098659 7324475

AUTHORIZATION :

COST LIMIT : \$25.00

Patsia Pignato

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TALLAHASSEE
FLORIDA

ORDER DATE : December 21, 2004

ORDER TIME : 12:50 PM

ORDER NO. : 098659-005

CUSTOMER NO: 7324475

CUSTOMER: Mr. Andrew Commers
Artspace Projects, Inc.

Suite 500
250 Third Avenue North
Minneapolis, MN 55401

DOMESTIC FILING

NAME: ARTSPACE FORT LAUDERDALE, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
ARTSPACE FORT LAUDERDALE, LLC**

The undersigned sole member, to form a limited liability company under Florida Statutes, Chapter 608, adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the Company is "Artspace Fort Lauderdale, LLC."

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing address and the street address of the principal office of the Company is 250 Third Avenue North, Suite 500, Minneapolis, Minnesota 55401.

**ARTICLE III
REGISTERED AGENT AND ADDRESS**

The registered agent for the Company in Florida is Corporation Service Company, whose address is 1201 Hays Street, Tallahassee, Florida 32301.

Having been named as registered agent and to accept service process for the above-stated limited liability company at the above-designated address, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent as provided for in Florida Statutes, Chapter 608.

Corporation Service Company

Name: Deborah D. Skipper

Its: Deborah D. Skipper
Asst. V. Pres.

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FLORIDA

ARTICLE IV
TERM

The Company has perpetual duration.

ARTICLE V
DISSOLUTION

The Company will not be dissolved or required to be wound up upon the occurrence of any event set forth in Section 608.441 of the Florida Statutes, and such events will not trigger dissolution of the Company.

ARTICLE VI
COMPANY PURPOSE

The Company is organized, and will be operated, exclusively for charitable, religious, educational, and scientific purposes within the meaning of I.R.C. § 501(c)(3) (or the corresponding provision of any subsequent law). Without limiting or contradicting the generality of the preceding sentence, the principal purposes of the Company will be the fostering of low-income housing and the promotion of the arts.

ARTICLE VII
MANAGEMENT BY MANAGERS

The Company will be managed by its managers, as further provided in the Company's Operating Agreement. Except as authorized by the managers, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions or make any commitments on behalf of the Company. The name and business address of each initial manager is as follows:

Manager

L. Kelley Lindquist
250 Third Avenue North
Suite 500
Minneapolis, Minnesota 55401

Manager

Gregory P. Handberg
250 Third Avenue North
Suite 500
Minneapolis, Minnesota 55401

Manager

William Law
250 Third Avenue North
Suite 500
Minneapolis, Minnesota 55401

ARTICLE VIII **MEMBERSHIP**

The sole member of the Company will be Artspace Projects, Inc., which is an organization that is exempt from federal income tax under I.R.C. § 501(c)(3) (or the corresponding provision of any subsequent law).

ARTICLE IX **WRITTEN ACTIONS**

Any action required or permitted to be taken at a meeting of the members of the Company may be taken by written action signed by the members who own voting power equal to the voting power that would be required to take such action at a meeting of the members at which all members are present. Any action required or permitted to be taken at a meeting of the Board of Managers of the Company may be taken by written action signed by all of the managers.

ARTICLE X **LIMITATION OF LIABILITY**

No manager, officer, employee, or agent of the Company, in such capacity, will be personally liable to the Company or its members except to the extent that Section 608.4227 and 608.4228 provide. The Company will indemnify each manager, officer, employee, and agent to the fullest extent that Section 608.4229 of the Florida Statutes permit. No amendment to or repeal of this Article will apply to, or have any effect on, the liability or alleged liability of any manager, officer, employee, or agent of the Company for, or with respect to, any acts or omissions of such manager, officer, employee, or agent that occurs prior to such amendment or repeal.

ARTICLE XI **PROHIBITION ON PRIVATE INUREMENT**

No part of the net earnings of the Company will inure to the benefit of, or be distributable to any person, except that the Company will be authorized and empowered (a) to pay reasonable compensation to a person for services rendered to it and (b) to make distributions in furtherance of the purposes of the Company to its member, which is an organization that is exempt from federal income tax under I.R.C. § 501(c)(3) (or the corresponding provision of any subsequent law). No substantial part of the activities of the Company will be the carrying on of propaganda or otherwise the attempting to influence legislation, and the Company will not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other

provision of these Articles of Organization, the Company will not carry on any other activities not permitted to be carried on (a) by an organization that is exempt from federal income tax under I.R.C. § 501(c)(3) (or the corresponding provision of any subsequent law), or (b) by an organization, contributions to which are deductible under I.R.C. § 170(c)(2) (or the corresponding provision of any subsequent law).

ARTICLE XII

LIQUIDATING DISTRIBUTIONS

Upon the dissolution of the Company, its assets that remain after the paying of, or the reserving for the payment of, all debts, obligations, liabilities, costs, and expenses of the Company will be distributed to (a) its member, which is an organization that is exempt from federal income tax under I.R.C. § 501(c)(3) (or the corresponding provision of any subsequent law), (b) another organization that is exempt from federal income tax under I.R.C. § 501(c)(3) (or the corresponding provision of any subsequent law), or (c) the federal, a state, or a local government for a public purpose. Any assets that are not disposed of pursuant to the preceding sentence will be disposed of by a court of competent jurisdiction for the county in which the principal office of the Company is then located, exclusively for exempt purposes within the meaning of I.R.C. § 501(c)(3) (or the corresponding provision of any subsequent law) or to organizations that are organized and operated exclusively for exempt purposes within the meaning of I.R.C. § 501(c)(3) (or the corresponding provision of any subsequent law), as the court determines.

IN WITNESS WHEREOF, the undersigned has signed as of December 20, 2004.

ARTSPACE PROJECTS, INC., a Minnesota
nonprofit corporation, the sole member

By: 

Gregory P. Handberg, its Vice President of
Property Development

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

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