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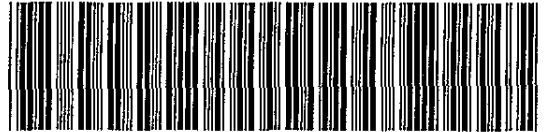
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WOODWARD, PIRES & LOMBARDO, P.A.  
Attorneys - At - Law

December 10, 2004

CRAIG R. WOODWARD ●  
MARK J. WOODWARD  
ANTHONY P. PIRES, JR. ■  
J. CHRISTOPHER LOMBARDO  
STEVEN V. BLOUNT  
CARRIE E. LADEMAN  
ELIZABETH VAN ARSDALE KRIER ▲

CARLO F. ZAMPOGNA  
JENNIFER L. SZYMANSKI

● (Board Certified Real Estate Attorney)  
■ (Board Certified City, County and Local Government Attorney)  
▲ (Certified Circuit Civil Mediator)  
▲ (Certified Family Law Mediator)  
▲ (Also Admitted in Iowa)

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Organization for L and M Vacation Rentals, L.L.C.

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Organization and a check for:

Filing Fee and Registered Agent Designation	\$125.00
Certified Copy	\$ 30.00
Certificate of Status	<u>\$ 5.00</u>
Total:	\$160.00

Should you have any questions, please feel free to contact me at (239) 394-5161.

Sincerely yours,

  
Craig R. Woodward

CRW:tl  
Enclosures

606 Bald Eagle Drive  
Suite 500  
P.O. Box One  
Marco Island, FL 34146  
TEL (239) 394-5161  
FAX (239) 642-6402

[www.wppl-legal.com](http://www.wppl-legal.com)

**ARTICLES OF ORGANIZATION  
OF  
L & M Vacation Rentals, L.L.C.**

In order to form a Limited Liability Company pursuant to the Florida Limited Liability Company Act, Ch. 608 (the "Act"), we the undersigned hereby execute these Articles of Organization in accordance with the provisions of Section 608.407 of the Act and state that the statements set forth below as to the certain terms of the Limited Liability Company set forth herein are true and correct.

**I. NAME**

The name of the limited liability company is L & M Vacation Rentals, L.L.C.

**II. NATURE OF BUSINESS**

The limited liability company shall be for the purpose of owning, acquiring, subdividing, operating, developing, leasing, selling and managing real property located in Collier County, Florida, as well as all other purposes allowed by law. The company shall have all the powers outlined in F.S. 608.404 which may be necessary to effect the purposes set forth in these Articles.

**III. BUSINESS ADDRESS**

3.1 The mailing address of the Company is 5106 CastleRock Way, Naples, Florida 34112.

**IV. DURATION**

4.1 The duration of the limited liability company shall be deemed to have commenced as of the date of filing with the Department of State, and shall continue and be perpetual.

4.2 The duration of the Limited Liability Company shall not be affected by the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or other termination of a member's membership in the absence of unanimous consent of the members.

**V. ADDRESS**

The initial address of the principal office of this limited liability company in the State of Florida is 5106 CastleRock Way, Florida 34112.

The managers may, from time to time, move the principal office to any other address in the State of Florida.

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CLERK OF THE COURT  
JANICE A. SMITH

## VI. MANAGEMENT

6.1 The management of this limited liability company shall be vested in two (2) managers. The initial managers shall serve until the first annual meeting of members or until their successor or successors are elected and qualify. The names and addresses of the initial managers are as follows:

Lilo Fink  
5106 CastleRock Way  
Naples, Florida 34112

Mordhay Motti Green  
5022 Woodley Avenue  
Encino, California 91436

6.2 All managers shall be elected by the members annually. Members shall be entitled to vote that number of votes which equates to their percentage interest in the company. The total number of votes to be cast shall be four (4).

## VII. INITIAL MEMBERS AND ORGANIZERS

7.1 The initial members and organizers of the company and their addresses are as follows:

<u>Names</u>	<u>Addresses</u>	<u>Percentage Interest in Co.</u>	<u>No. of Votes Allocated</u>
Richard M. and Lilo Fink, his wife	5106 CastleRock Way Naples, Florida 34112	50%	2
Mordhay Motti Green and Batsheva Green, his wife	5022 Woodley Avenue Encino, California 91436	25%	1
Ofer Biton	3841 Bedford Avenue Brooklyn, New York 11229	25%	1

7.2 All transfers or assignments shall be permitted. However, if all other members of the limited liability company, other than the member proposing to dispose of his or its interest, do not approve the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of the limited liability company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

## **VIII. PROFITS AND LOSSES**

8.1 Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company's business that remain after the payment of the expenses of conducting the business. Each member shall be entitled to a distributive share of the profits of the company equal to their percentage ownership in the company. Such distributive share of the profits of the company shall be paid to the members at such time as determined by a majority of the managers.

8.2 Losses. All losses that occur in the operation of the limited liability company's business shall be paid out of the capital of the limited liability company and the profits of the business of the company to the extent possible.

## **IX. BOOKS AND RECORDS**

9.1 The managers shall maintain full and accurate books of the company at the company's place of business, showing all receipts, expenses, assets, liabilities, profits and losses of the company and all other records necessary for the recording of the company's business and affairs.

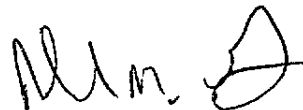
9.2 The managers shall deliver to all members quarterly interim financial information which shall be reviewed but not audited.

## **X. REGISTERED AGENT**

Craig R. Woodward whose address for service of process is 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145 shall be the registered agent for the limited liability company.

## **XI. AMENDMENTS**

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the managers, proposed by them to the members, and approved at a members meeting by a unanimous vote thereon, unless all the members and all the managers sign a written statement manifesting their intentions that a certain amendment of these Articles of Organization be made.



**Richard M. Fink, Organizer**



**Lilo Fink, Organizer**

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared **Richard M. And Lilo Fink**, to me known to be the persons described in the foregoing instrument and who acknowledged before me that they executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this 2 day of December, 2004.



Claudia F. Mason  
My Commission DD300006  
Expires April 02, 2008

*Claudia F. Mason*  
Notary Public Signature

CLAUDIA F. MASON  
Notary Public Printed Signature

Notary Rubber Stamp Seal

Mordehy Motti Green, Organizer

\_\_\_\_\_  
Batsheva Green, Organizer

STATE OF  
COUNTY OF

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared **Mordehy Motti Green and Batsheva Green**, to me known to be the persons described in the foregoing instrument and who acknowledged before me that they executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this \_\_\_\_ day of \_\_\_\_\_, 2004.

\_\_\_\_\_  
Notary Public Signature

\_\_\_\_\_  
Notary Public Printed Signature

Notary Rubber Stamp Seal

**STATE OF FLORIDA  
COUNTY OF COLLIER**


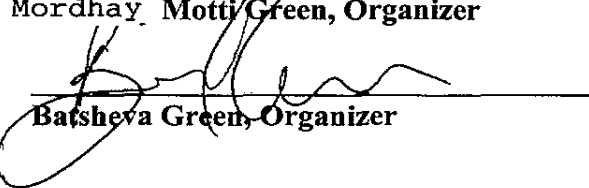
**I HEREBY CERTIFY** that on this day before me, an officer duly authorized to take acknowledgments, personally appeared **Richard M. And Lilo Fink**, to me known to be the persons described in the foregoing instrument and who acknowledged before me that they executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this \_\_\_\_ day of \_\_\_\_\_, 2004.

**Notary Public Signature**

**Notary Public Printed Signature**

**Notary Rubber Stamp Seal**

  
**Mordhay Motti Green, Organizer**  
  
**Batsheva Green, Organizer**

**STATE OF  
COUNTY OF**

**I HEREBY CERTIFY** that on this day before me, an officer duly authorized to take acknowledgments, personally appeared **Mordehy Motti Green and Batsheva Green**, to me known to be the persons described in the foregoing instrument and who acknowledged before me that they executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this \_\_\_\_ day of \_\_\_\_\_, 2004.

**Notary Public Signature**

**Notary Public Printed Signature**

**Notary Rubber Stamp Seal**

## CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of

Los Angeles

ss.

On

Dec 3 2004

Date

, before me,

Christina Perez, Notary Public

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared

BatSheva Green and Mordehay Motti Green

Name(s) of Signer(s)

☐ personally known to me

☒ proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Christina Perez

Signature of Notary Public

Place Notary Seal Above

### OPTIONAL

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

#### Description of Attached Document

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_

Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

#### Capacity(ies) Claimed by Signer

Signer's Name: \_\_\_\_\_

☐ Individual

☐ Corporate Officer — Title(s): \_\_\_\_\_

☐ Partner — ☐ Limited ☐ General

☐ Attorney in Fact

☐ Trustee

☐ Guardian or Conservator

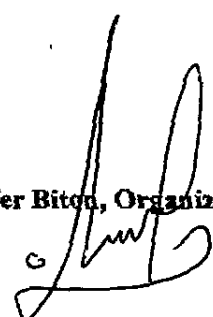
☐ Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER

Top of thumb here

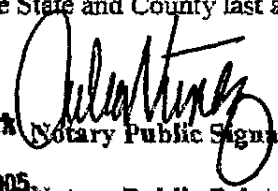


  
Ofer Biton, Organizer

STATE OF  
COUNTY OF

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared **Ofer Biton**, to me known to be the person described in the foregoing instrument and who acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this 8<sup>th</sup> day of December, 2004.

  
JULIA NUNEZ  
Notary Public, State of New York  
No. 31-0110491317  
Qualified in New York County  
Commission Expires Nov. 23, 2005  
Notary Public Printed Signature

Notary Rubber Stamp Seal

**ACKNOWLEDGMENT BY REGISTERED AGENT**

Having been named to accept Service of Process for the above-stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

**Craig R. Woodward**

**This Instrument Was Prepared By:**  
**Craig R. Woodward, Esquire**  
**Florida Bar Number: 0309389**  
**Woodward, Pires & Lombardo, P.A.**  
**606 Bald Eagle Drive, Suite 500**  
**Post Office Box One**  
**Marco Island, Florida 34146**  
**Telephone Number: (239) 394-5161**

Corporation, and M Vacations and Finis (15763) Articles of Organization