

WS000041354

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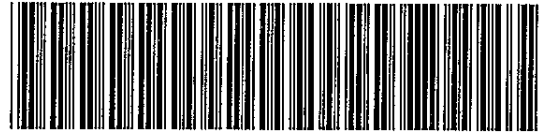
(Business Entity Name)

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WS-41354
OK

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: El-Clair Ranch Developments, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Shlomi Presser, Esquire
(Name of Person)

Law Offices of Shlomi Presser, P.A.
(Firm/Company)

110 East Broward Blvd. Suite 1700
(Address)

Fort Lauderdale, FL 33301
(City/State and Zip Code)

For further information concerning this matter, please call:

Shlomi Presser at (954) 764-1080
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input checked="" type="checkbox"/> \$130.00 Filing Fee & Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee & Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee & Certificate of Status
Certified Copy
(additional copy is enclosed) |
|--|---|--|---|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Articles of Organization

El-Clair Ranch Developments, LLC

The undersigned hereby form a Limited Liability Company pursuant to Chapter 608 of the Laws of the State of Florida.

Article I: Name

The name of the limited liability company shall be El-Clair Ranch Developments, LLC.

Article II: Address

The principal address for the newly formed limited liability company shall be:

4111 North 42nd Terrace
Hollywood, FL 33021-1827

Article III: Registered Agent

The registered agent for the newly formed limited liability company shall be:

Shlomi Presser, Esquire
110 East Broward Blvd.
Suite 1700
Fort Lauderdale, FL 33301

Article IV: Managing Members

The following individuals shall constitute all members with interest in this newly formed limited liability company:

Managing Member – Reuben Elefant
4111 North 42nd Terrace
Hollywood, FL 33021

Managing Member – Yaffa Eubank
10195 Allegro Drive
Boca Raton, FL 33428

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Article V: Effective Date

The limited liability company formed by these articles of organization shall be effective as of the date of filing of these articles of organization.

Article VI: Purpose for Company

This limited liability company is created for the purpose of acquiring marketable title to real property, namely Parcel 00-42-45-27-00-000-5060 in Palm Beach County, Florida. This parcel's street address is 10645 El Clair Ranch Road, Boynton Beach, Florida. Once this property is acquired, said property shall be resold, either in part, or in whole, at fair market value. All members in this company shall share equally in the profits or losses stemming from the sale of said parcel of land. This article shall in no way hinder the ability of this limited liability company to conduct any other legal business as may be required from time to time.

Article VII: Dissolution / Winding Up Date

Per Florida State Statutes § 608.441, the limited liability company formed by these articles of organization shall have a dissolution date or winding up date that is conditioned on the occurrence of a specific event. This condition precedent to the dissolution of the limited liability company shall be the sale, closing and transfer of ownership of real property known as Parcel 00-42-45-27-00-000-5060 in Palm Beach County, Florida. This parcel's street address is 10645 El Clair Ranch Road, Boynton Beach, Florida.

As a condition precedent to the dissolution of this limited liability company, all parts of, and / or, the parcel as a whole, must be sold, transferred, conveyed, reassigned or transmitted by means of clear and marketable title to whomever desires to purchase said property for fair market value. Until this condition is met, the limited liability company herein organized shall remain a legal entity.

This aforementioned condition precedent does in no way hinder either Managing Member's rights under the Laws of the State of Florida to withdraw from the limited liability company as permissible by statute. It also does not prevent the dissolution of the limited liability company by the Managing Members prior to the completion of this condition precedent.

Article VIII: Contributions to Company

Both members of this newly formed limited liability company shall contribute equally to said company. These contributions shall be, but not limited to, start up capital, services performed on behalf of the company or other contributions such as real or personal property made to the company.

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Article IX: Powers of Members:

Per Florida State Statutes § 608.423, all members shall be bound by the operating agreement for management of the company. This operating agreement must be duly executed by all members and must be agreed upon by all members before it can take effect.

All members shall be bound by the duty of loyalty as enumerated in Florida State Statutes § 608.4225. All members must conduct themselves in a manner consistent with the best interests of the company.

Article X: Liability of the Members:

As per Florida State Statute § 608.4227, all members of the newly formed limited liability company shall enjoy the protections of the aforementioned statute. The members shall be held harmless and not liable solely by reason of being a member for any judgment, decree or order of court, or in any other manner for a debt, obligation, or liability of the limited liability company.

Article XI: Indemnification of the Members:

As per Florida State Statute § 608.4229, the newly formed limited liability company shall hereby hold harmless and indemnify all members of the limited liability company.

Article XII: Voting by the Members:

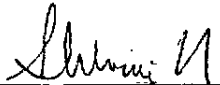
As per Florida State Statutes § 608.4231, the members of the newly formed limited liability company have equal voting rights to all matters pertaining to this company. Upon written notice to all other members, and these other member's approval, any member may grant a proxy vote to be cast in his or her place. This proxy vote shall count only as that member's vote, and shall in no way serve as anything more, or less, than that one member's voting rights as pertaining to that vote.

Article XIII: Assignment of Member's Rights:


As per Florida State Statutes § 608.4236, any and all members may assign their rights and duties under these articles of organization, as well as the rights and duties in the operating agreement for this company. This assignment shall occur upon written notice to all other members, and requires these members' approval. The assignee shall have all the rights, duties and powers of the assignor member, however, the assignee shall not have any more or any less powers, rights and duties, as the assignor member would have enjoyed.

Signature Page Follows:

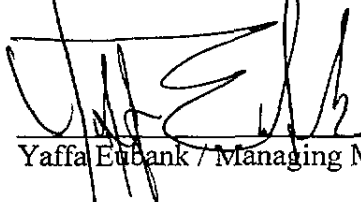
Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Shlomi Presser, Esq. / Registered Agent

4/18/05
Date


Reuben Elefant / Managing Member

4-18-05
Date


Yaffa Eubank / Managing Member

4-18-05
Date

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