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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Arbor Villas East, LLC

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Corporate Filing

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**Articles of Organization
for
ARBOR VILLAS EAST, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, does hereby make, acknowledge, and file the following Articles of Organization:

- I. Name of Company. The name of the limited liability company (which is referred to herein as the "Company") being formed by these Articles of Organization shall be: **ARBOR VILLAS EAST, LLC**
- II. Capital Contributions; Additional Capital Contributions. The members of the Company shall contribute to the capital of the Company in the form of cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services, as may be set forth in a separate document titled "Capital Contribution Requirements." Any member that fails to make his, her or its required contribution to the capital of the Company shall be subject to the penalties for, or consequences of, such failure as may be specified in the Capital Contribution Requirements or in any operating agreement of the Company. Each member shall make additional capital contributions to the Company only upon the approval and unanimous written consent of all members.
- III. Operating Agreement. The power to adopt, alter, amend or repeal any operating agreement of the Company (referred to herein as the "Operating Agreement") shall be vested in the members; provided, however, (1) that such power be in compliance with the laws of Florida governing a limited liability company, (2) the members may delegate such power to any named manager of the Company, and (3) the initial manager named below in these Articles of Organization is hereby vested with said power to adopt, alter, amend or repeal any such Operating Agreement. The Operating Agreement may contain any provisions for the operation, regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. Notwithstanding any contrary term or provision of these Articles of Organization, the Company shall not be required to adopt or maintain an Operating Agreement.
- IV. Admission of New Members. No additional members shall be admitted to the Company except in accordance with the terms and conditions of the Operating Agreement, if any; provided, however, that if there is no Operating Agreement then in effect no additional members shall be admitted to the Company except upon the unanimous written consent of all then existing members and, then, only upon such terms and conditions as shall be determined by all then existing members, in their absolute and arbitrary discretion.

Robin A. Lukacs, Esquire
Lukacs & Lukacs, P.A.
1825 Coral Way
Miami, Florida 33145
Florida Bar No. 521787

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- V. Transfer of Membership Interest. A member may transfer his, her or its interest in the Company only as set forth in the Operating Agreement of the Company then in effect, if any; provided, however, that if there is no Operating Agreement then in effect or if the Operating Agreement then in effect does not address the transfer of membership interests, a member may transfer his, her or its interest in the Company only upon the unanimous written consent of all members (other than, and not including, the member proposing to dispose of its interest), in their absolute and arbitrary discretion.

The transferee of any membership interest shall have no right to participate in the management of the business and affairs of the Company or become a member except as set forth in the Operating Agreement of the Company then in effect, if any; provided, however, that if there is no Operating Agreement then in effect or if the Operating Agreement then in effect does not address the transfer of membership interests, the transferee of any membership interest shall have no right to participate in the management of the business and affairs of the Company or become a member except upon the prior unanimous written consent and approval of all members (other than, and not including, the member proposing to transfer its interest), in their absolute and arbitrary discretion.

- VI. Duration of Company. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization or as required by law.
- VII. Termination of Company Existence. The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members. The Company shall also be dissolved upon the unanimous vote of all members.
- VIII. Manager-Managed Company. The Company shall be a manager-managed company. The number of managers may be increased or decreased from time to time by a resolution of the majority of the members, but shall never be less than one. A manager may be a person or company and may be, but is not required to be, a member of the Company. The manager may, but is not required to, employ individuals to serve as officers of the Company and to manage the day to day affairs of the Company pursuant to the direction of the manager. The name and address of the manager of the Company is:

Fernando Gavarrete
c/o 811 Ponce de Leon Boulevard
Coral Gables, Florida 33134

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- IX. Informal Member Action. On any matter that is to be voted on by members, the members may take such action without a meeting, without prior notice, and without a vote if a consent or consents in writing, setting forth the action so taken, are signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting, but in no event by a vote of less than a majority-in-interest of the members that would be necessary to authorize or take such action at a meeting.
- X. Informal Manager Action. On any matter that is to be voted on by managers, the managers may take such action without a meeting, without prior notice, and without a vote if a consent or consents in writing, setting forth the action so taken, are signed by the managers having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting.
- XI. Indemnification. Subject to such standards and restrictions, if any, as may be set forth in these Articles of Organization or Operating Agreement, if any, the Company may indemnify and hold harmless any member, manager, officer, director or other person from and against any and all claims and demands whatsoever.
- XII. Organizing Member. The name and address of the organizing member is as follows:
Fernando Gavarrete
c/o 811 Ponce de Leon Boulevard
Coral Gables, Florida 33134
- XIII. Company Address. The initial mailing address and street address of the principal office of the Company is:
Fernando Gavarrete
c/o 811 Ponce de Leon Boulevard
Coral Gables, Florida 33134
- XIV. Registered Agent. The name and street address of the Company's initial registered agent is:
Fernando Gavarrete
811 Ponce de Leon Boulevard
Coral Gables, Florida 33134

The undersigned, 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

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capacity. I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

By: *Fernando Gavarrete*
Fernando Gavarrete

XV. Effective Date of Company Existence. The Company's effective date of existence shall be April 29, 2005.

The undersigned, as organizing member of the Company, has executed these Articles of Organization in the State of Florida, on April 29, 2005.

By: *Fernando Gavarrete*
Fernando Gavarrete, as organizing member

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The preceding or attached instrument was acknowledged before me on April 29, 2005, by Fernando Gavarrete who is personally known to me.



Gisel M Gonzalez
My Commission DD282388
Expires February 08, 2008

Place notary seal and commission expiration stamp above this line.

Gisel Gonzalez

Signature of Notary Public

Gisel Gonzalez

Print or Type Name of Notary Public