

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : THOMAS M. CLARK, P.A.
Account Number : 072100000443
Phone : (954) 776-3800
Fax Number : (954) 776-3825

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LIMITED LIABILITY COMPANY

The Hemingway on Tequesta, LLC

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ARTICLES OF ORGANIZATION
OF
THE HEMINGWAY ON TEQUESTA, LLC

ARTICLE ONE

The name of this limited liability company shall be THE HEMINGWAY ON TEQUESTA, LLC.

ARTICLE TWO

The period of duration shall be perpetual.

ARTICLE THREE

This limited liability company is organized for the purpose of transacting any or all legal business.

ARTICLE FOUR

The street address of the principal office of this limited liability company and the mailing address of this limited liability company shall be 721 NE 3rd Avenue, Fort Lauderdale, Florida 33304. The initial registered agent shall be Thomas M. Clark, 2400 East Commercial Boulevard, Suite 820, Fort Lauderdale, Florida 33308.

ARTICLE FIVE

This limited liability company has at least two (2) members and the total amount of cash required to be contributed shall be determined by the Managers hereinafter set forth.

ARTICLE SIX

There shall be no additional members of this limited liability company, except as provided by Amendment to these Articles of Organization.

ARTICLE SEVEN

The remaining members of this limited liability company shall have the right to continue the business of this limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in this limited liability company.

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ARTICLE EIGHT

This limited liability company shall be managed by Ralph H. Doering, III and Jeffrey S. Roschman. The names and addresses of the members of this limited liability company are as follows:

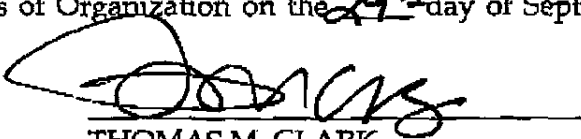
HEMINGWAY CAPITAL GROUP, LLC
A Florida limited liability company ("HCG")
721 N.E. 3rd Avenue
Fort Lauderdale, Fl. 33304

CT CAPITAL, LTD.
A Florida limited partnership ("CTC")
6300 N. E. 1st Avenue, Suite 200
Fort Lauderdale, Fl. 33334

ARTICLE NINE

Each member of this limited liability company shall own an undivided fifty percent (50%) interest therein and CTC shall contribute eighty-five percent (85%) of all cash contributions and HCG shall contribute fifteen percent (15%) of all cash contributions.

IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Articles of Organization on the 29th day of September, 2005.


THOMAS M. CLARK

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STATE OF FLORIDA }
COUNTY OF BROWARD }

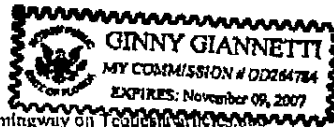
BEFORE ME, personally appeared THOMAS M. CLARK, to me well known and known to me to be the person described in, and who acknowledged to and before me that he executed said document for the purposes therein expressed.

WITNESS my hand and official seal this 29th day of September, 2005.


NOTARY PUBLIC

My Commission Expires:

(Notarial Seal)



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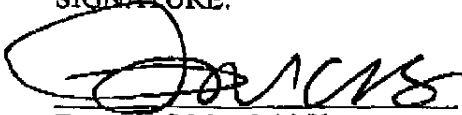
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT THE HEMINGWAY ON TEQUESTA, LLC, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF FORT LAUDERDALE, STATE OF FLORIDA,
HAS NAMED THOMAS M. CLARK, AT 2400 EAST COMMERCIAL BOULEVARD, SUITE
820, FORT LAUDERDALE, FLORIDA, 33308, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE:



THOMAS M. CLARK

TITLE: AUTHORIZED REPRESENTATIVE
OF MEMBERS

DATE: SEPTEMBER 29 2005

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
ACCEPT TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



THOMAS M. CLARK, REGISTERED AGENT

DATE:

SEPTEMBER 29 2005

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