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Legal Assistant

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October 3, 2005

Via Overnight Mail

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Organization of Cowperwood Orlando I, LLC

Dear Sir or Madam:

Enclosed for filing in your office are (i) one (1) original and one (1) copy of the Articles of Organization of Cowperwood Orlando I, LLC; and (ii) a check in the amount of \$125.00 (filing fee for the Articles of Organization and Registered Agent fee). Please file the Articles of Organization and return the original acknowledgment copy to me by overnight mail. A self addressed overnight envelope is enclosed for your convenience.

If you have any questions regarding the filing of the Articles of Organization or these instructions, please contact me at the number referenced above. Thank you for your assistance in regard to this matter.

Very truly yours,

**SCOTT, HULSE, MARSHALL, FEUILLE,
FINGER & THURMOND, P.C.**



Sarah Wilson
Legal Assistant

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 OCT -5 AM 10:29

STATE OF FLORIDA
ARTICLES OF ORGANIZATION
OF
COWPERWOOD ORLANDO I, LLC
A LIMITED LIABILITY COMPANY

The undersigned, acting as the Manager of a Limited Liability Company under Chapter 608 of the Florida Statutes pertaining to formation of a Florida Limited Liability Company (the "Act"), and pursuant to Section 608.407, Florida Statutes, does hereby adopt the following Articles of Organization for COWPERWOOD ORLANDO I, LLC (the "Company"):

ARTICLE ONE

The name of the limited liability company is COWPERWOOD ORLANDO I, LLC.

ARTICLE TWO

The mailing address and the street address of the principal office of the Limited Liability Company is:

Principal Office Address:

c/o The Cowperwood Company
375 Park Avenue, Suite 3701
New York, New York 10152

Mailing Address:

c/o The Cowperwood Company
375 Park Avenue, Suite 3701
New York, New York 10152

ARTICLE THREE

The name and complete Florida street address of the Company's registered agent and office is:

Name

John C. Harvey

Address

10560 Fife Avenue
Vero Beach, Florida 32963

ARTICLE FOUR

The Company will be managed by one or more managers as set forth in the Company's Operating Agreement.

ARTICLE FIVE

The period of duration of the Company is perpetual unless dissolved earlier in accordance with the provisions of its Operating Agreement.

ARTICLE SIX

A member, manager or officer of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the member's, manager's or officer's capacity in the management of the Company, except that this Article Six does not eliminate or limit the liability of a member, manager or officer to the extent the member, manager or officer is found liable for (i) a breach of his or her duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the member, manager or officer to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the member, manager or officer received an improper benefit whether or not the benefit resulted from an action taken within the scope of the member's, manager's or officer's office; or (iv) an act or omission for which the liability of a member, manager or officer is expressly provided by an applicable statute. Any repeal or amendment of this Article Six by the members or manager of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a member, manager or officer of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the member, manager or officer of the Company is not liable as set forth in the preceding sentences, the member, manager or officer shall not be liable to the fullest extent permitted by any provision of the statutes of the State of Florida now in effect or hereafter enacted that further limits the liability of a member, manager or officer of a limited liability company.

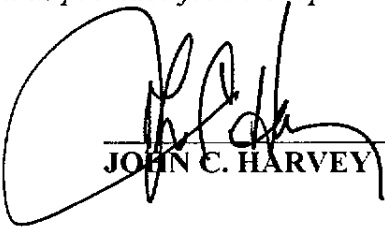
IN WITNESS WHEREOF, I have executed these Articles of Organization, on this ____ day of SEP. 20, 2005.



John C. Harvey, Member

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

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.



JOHN C. HARVEY

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