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(Requestor's Name)

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PICK-UP

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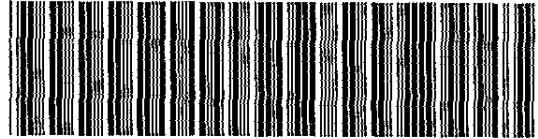
(Business Entity Name)

(Document Number)

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SECTION 601, STATE  
TALLAHASSEE, FLORIDA

06 MAR 23 PM 12:30

FILED

DIVISION OF REGISTRATION

05 MAR 23 7:11:00

N. Ouligan MAR 23 2006

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. 1863 S.W. 17th Street V, LLC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED  
06 MAR 23 PM 12:30  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
1863 S.W. 17TH STREET V, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned certifies that the undersigned purposes to establish a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Limited Liability Company shall be 1863 S.W. 17TH STREET V, L.L.C., and its principal office shall be located at 3801 PGA Boulevard, Suite 902, Palm Beach Gardens, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate.

**ARTICLE II  
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for Limited Liability Companies, the general nature of the business or businesses to be transacted, and which the Limited Liability Company is authorized to transact, shall be as follows:

1. To own, build upon, alter, repair, rent, lease, purchase, sell and otherwise deal with real and personal property of any kind or description including, but not limited to, the land and premises known as 1863 S.W. 17TH STREET V, L.L.C.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Limited Liability Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
6. To exercise all or any of the Limited Liability Company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or

permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Limited Liability Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a Limited Liability Company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III EXERCISE OF POWERS**

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed under the direction of, the member(s) of this Limited Liability Company. This Article may be amended from time to time in the Regulations of the Limited Liability Company by a unanimous vote of the member(s) of the Limited Liability Company.

### **ARTICLE IV MANAGEMENT**

This Limited Liability Company shall be managed by one (1) manager.

The name and address of the person who shall serve until the first annual meeting of the member or until a successor is elected and qualified is as follows:

Name of Manager	Mailing Address
FLORIDA EXCHANGE CORPORATION IV, a Florida corporation	1900 N.W. Corporate Boulevard, Suite 201E Boca Raton, FL 33431

## **ARTICLE V MEMBERSHIP RESTRICTIONS**

The member shall have the right to admit new member(s) by unanimous consent. Contributions required of new member(s) shall be determined as of the time of admission to the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all member(s). On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining member(s) shall have the right to continue the business on unanimous consent of the remaining member(s).

## **ARTICLE VI CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$10.00 cash shall be paid to the Limited Liability Company by the one (1) member. Additional contributions will be made as required for investment purposes, as determined by unanimous written consent of the member(s). The member(s) will make contributions in equal shares.

## **ARTICLE VII PROFITS AND LOSSES**

(a) Profit Sharing. The member(s) shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to the distributive share of the profits specified as follows:

FLORIDA EXCHANGE CORPORATION IV	100%
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The distributive share of the profits shall be determined and paid to the member(s) each year on the anniversary date of the commencement of business of the Limited Liability Company, the month and day of the commencement date being March 20.

(b) Losses. All losses that occur in the operation of the Limited Liability Company business shall be paid out of the capital of the Limited Liability Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the member(s) in equal shares.

## **ARTICLE VIII DURATION**

This Limited Liability Company shall exist until March 31, 2031, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the member(s).

## **ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 3801 PGA Boulevard, Suite 902, Palm Beach Gardens, County of Palm Beach, State of Florida, and the name of the company's initial registered agent at that address is THOMAS N. SILVERMAN, ESQUIRE.

The undersigned, being the original member of the Limited Liability Company, certifies that this Instrument constitutes the proposed Articles of Organization of 1863 S.W. 17TH STREET V, L.L.C.

IN WITNESS WHEREOF, the undersigned has set his hand and seal on the day, month and year set forth below.

Attest:

FLORIDA EXCHANGE CORPORATION  
IV, a Florida corporation, Sole Member

By: Susan M. Meloff  
Susan M. Meloff

By: Roger M. Pomerance  
Printed name ROGER M. POMERANCE

Its: Assistant Vice President

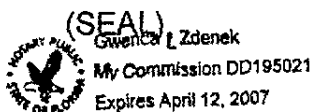
Its: President

Dated: March 22, 2006

STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) ss.

The foregoing instrument was acknowledged before me by Roger M. Pomerance and Susan M. Meloff (Personally known to me OR who produced as identification), President and Asst. Vice Pres. of Florida Exchange Corporation IV, a Florida corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of March, 2006.



Shunda E. Soler  
Notary Public State of Florida, at Large  
My Commission expires:

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA

COUNTY OF PALM BEACH

} ss.

Pursuant to the provisions of Sections of the Florida Limited Liability Company Act, the Limited Liability Company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the Limited Liability Company is 1863 S.W. 17TH STREET V, L.L.C.

The name of the registered agent for 1863 S.W. 17TH STREET V, L.L.C. is THOMAS N. SILVERMAN, ESQUIRE, and the street address of the company's principal office where the agent is located is 3801 PGA Boulevard, Suite 902, Palm Beach Gardens, Florida 33431.

This statement is to acknowledge that, as indicated above, 1863 S.W. 17TH STREET V, L.L.C., has appointed me, THOMAS N. SILVERMAN, ESQUIRE, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated March 17, 2006.

  
THOMAS N. SILVERMAN, ESQUIRE,  
Registered Agent

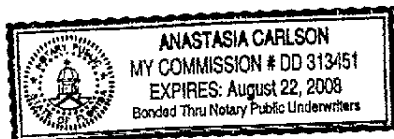
The foregoing instrument was acknowledged before by THOMAS N. SILVERMAN, ESQUIRE, (Who is personally known to me or has produced as identification, as agent on behalf of 1863 S.W. 17TH STREET V, L.L.C., a Florida Limited Liability Company.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of March, 2006.

(SEAL)

  
Notary Public State of Florida, at Large

My commission expires:



FILED  
06 MAR 23 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA