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Division of Corporations

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Account Name : CASEY CIKLIN LUBITZ MARTENS & O'CONNELL  
Account Number : 076376001447  
Phone : (561)832-5900  
Fax Number : (561)833-4209

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**WELP 208 S. LASALLE, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
WELP 208 S. LASALLE, LLC**

The undersigned corporation hereby organizes and forms a limited liability company under and pursuant to Chapter 608, Florida Statutes as follows:

**ARTICLE 1.**

**Name of Limited Liability Company**

The name of this limited liability company ("Company") shall be WELP 208 S. LASALLE, LLC.

**ARTICLE 2.**

**Period of Duration**

This Company shall be in existence for a period of forty years six months from the date of filing these Articles with the Department of State unless sooner terminated by vote of the members.

**ARTICLE 3.**

**Purpose**

This Company is organized for the sole purpose of becoming the general partner of UST XIX 208 S. LaSalle, Ltd. a Florida limited partnership about to be formed (the "Partnership").

**ARTICLE 4.**

**Place of Business and Registered Agent**

The street address and mailing address of the initial business office of this Company is c/o Estein & Associates USA, Ltd., 4705 S. Apopka Vineland Road, Suite 201, Orlando, Florida 32819. The name and address of the initial registered agent of

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this Company is Lothar Estein, c/o Estein & Associates USA, Ltd.,  
4705 S. Apopka Vineland Road, Suite 201, Orlando, Florida 32819.

This Company shall have the privilege of having offices at other  
places within or without the State of Florida and within or  
without the United States of America. This Company may, at its  
discretion, at any time, change the address of its place of  
business.

#### ARTICLE 5.

##### Investment in Company

The total amount of cash to be contributed to this Company  
upon its formation is Three Hundred Thousand Dollars  
(\$300,000.00). It is contemplated that there will ultimately be  
fifteen (15) units at One Hundred Fifty Thousand Dollars  
(\$150,000.00) per unit for a total aggregate of Two Million Two  
Hundred Fifty Thousand Dollars (\$2,250,000.00) capital contributed  
to the Company. No property other than cash shall be contributed  
initially.

#### ARTICLE 6.

##### Additional Contributions

Additional contributions, if any, will be made as and when  
agreed to by a vote of at least a majority of the votes of this  
Company.

#### ARTICLE 7.

##### Additional Members

After the first fifteen (15) units have been subscribed to  
and paid for, additional members may be admitted to this Company

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upon such terms and conditions as shall be established by a majority of the votes of the then-existing members and manager as set forth in the Operating Agreement of the Company.

**ARTICLE 8.****Continuation of Business**

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

**ARTICLE 9.****Management**

Management of this Company is reserved to ESTEIN MANAGEMENT CORPORATION ("EMC") who will either be one of the members or will be owned or controlled by one of the members, or its designee. EMC shall serve as the manager of this Company until such time as another manager is designated in accordance with the Operating Agreement of the Company. EMC's address is c/o Estein & Associates USA, Ltd., 4705 S. Apopka Vineland Road, Suite 201, Orlando, Florida 32819. This Company is, therefore, to be managed by a manager.

**ARTICLE 10.****Indemnification of Members and Manager**

Except in the case of gross negligence or willful or wanton misfeasance or malfeasance, this Company shall indemnify and save harmless every manager and member of the Company from all costs

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and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member of or manager of this Company. This Article is subject to any special purpose entity provisions which may hereafter be adopted pursuant to Article 12 below.

**ARTICLE 11.****Right of Assignment**

The original subscriber of this Company shall have the right, upon its organization, to assign and deliver his or its subscriptions to any persons or entities who may hereafter become subscribers to the membership interests of the Company, who upon acceptance of such assignment, shall have all the rights, liabilities and duties of said subscriber.

**ARTICLE 12****Single or Special Purpose Entity**

In the event the holder of any loan made to this Company, the Partnership or any entity in which the Partnership becomes an owner shall require that these Articles of Organization be amended to include single or special purpose entity provisions, the Manager of this Company acting alone without consent or approval of the members shall have the right to amend these Articles to include such provisions.

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In witness of the foregoing, I have hereunto set my hand and seal this 26<sup>th</sup> day of September, 2007.

Estein Management Corporation

By: 

Lothar Estein, President

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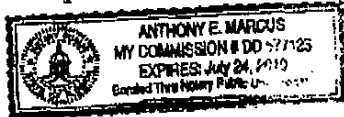
STATE OF FLORIDA )

ss.:

COUNTY OF ORANGE)

Before me, the undersigned authority, personally appeared Lothar Estein, who is personally known to me and known to be the person described in and who executed the foregoing instrument as President of Estein Management Corporation, a corporation named therein, and did acknowledge before me that he executed the same as such officer for and on behalf of said corporation by due and regular corporate authority.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 26<sup>th</sup> day of September, 2007.



Anthony E. Marcus  
Notary Public

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