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JB

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VILLA BARBARA APARTMENTS, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

HOLLY EAKIN MOODY, ESQUIRE

(Name of Person)

HOLLY EAKIN MOODY, P.A.

(Firm/Company)

2900 E. Oakland Park Blvd.

(Address)

Ft. Lauderdale, FL 33306

(City/State and Zip Code)

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For further information concerning this matter, please call:

Holly Eakin Moody

(Name of Person)

954

at ()

566-7417

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I

Name

The name of the Limited Liability Company is:

VILLA BARBARA APARTMENTS, LLC

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ARTICLE II

Address

The mailing address of the principal office of the Limited Liability Company is 3235 Hyde Circle, Boca Raton, FL 33434.

ARTICLE III

Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

Management

The Limited Liability Company is to be managed by its members and the name and address of its managing members are:

**Neyda E. Rodriguez, Trustee of the
Neyda E. Rodriguez Revocable Living
Trust dated October 30, 2007
3235 Hyde Circle
Boca Raton, FL 33434**

ARTICLE V

Registered Agent

The name of the registered agent for the Limited Liability Company is:

Neyda E. Rodriguez
3235 Hyde Circle
Boca Raton, FL 33434

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ARTICLE VI

Purpose

The Limited Liability Company's (the "Company's") business and purpose shall consist of the ownership, operation and management of the property owned by the Company and such activities as are necessary, incidental or appropriate in connection therewith.

ARTICLE VII

Title to Company Property

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.

- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates and maintain a sufficient number of employees in light of its contemplated business operations;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person;
- (j) not assume, guarantee or pay the debts or obligations of any other person;
- (k) pay its own liabilities out of its own funds;
- (l) not acquire obligations or securities of its members;
- (m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (n) correct any known misunderstanding regarding its separate identity;
- (o) intend to maintain adequate capital in light of its contemplated business operations; and

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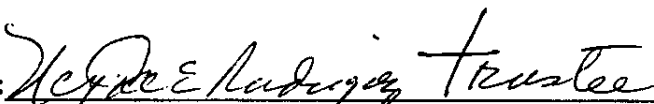
- (l) not acquire obligations or securities of its members;
- (m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (n) correct any known misunderstanding regarding its separate identity;
- (o) intend to maintain adequate capital in light of its contemplated business operations; and
- (p) maintain all required qualifications to do business in the state in which the Property is located.

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ARTICLE IX

Effect of Bankruptcy, Death or Incompetency of a Member

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

By: 
**NEYDA E. RODRIGUEZ, Trustee of the Neyda E.
Rodriguez Revocable Living Trust dated October 30,
2007, Managing Member**

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REGISTERED AGENT AND ACCEPTANCE

Having been named to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.


Neyda E. Rodriguez, Registered Agent