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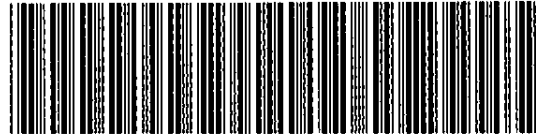
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1.

Newport Pinetree and Lakeside Holdings, LLC
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

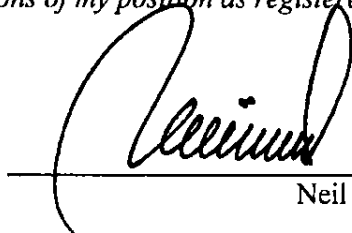
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**ARTICLES OF ORGANIZATION
OF NEWPORT PINETREE AND LAKESIDE HOLDINGS, LLC.**

THE UNDERSIGNED hereby makes, subscribes, swears, acknowledges and files these Articles of Organization of Newport Pinetree and Lakeside Holdings, LLC., a Florida limited liability company formed under Chapter 608 of the laws of the State of Florida.

1. Name. The name of the limited liability company shall be "Newport Pinetree and Lakeside Holdings, LLC." (hereinafter the "Company"). [§608 407(1)(a)]
2. Street Address of Principal Office. The street address of the principal office of the Company shall be 3211 Ponce de Leon Boulevard, Suite 202, Coral Gables, Florida 33134. [§608 407(1)(b)]
3. Mailing Address. The mailing address of the Company shall be 3211 Ponce de Leon Boulevard, Suite 202, Coral Gables, Florida 33134. [§608 407(1)(b)]
4. Registered Agent. The name and address of the Registered Agent for the Company is. Neil S. Rollnick, having a place of business at c/o Hinshaw & Culbertson LLP, 9155 South Dadeland Boulevard, Suite 1600, Miami, Florida 33156 [§608 407(1)(c)]

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, I hereby accept the 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 as provided for in Chapter 608.F.S.



[Signature of Registered Agent]

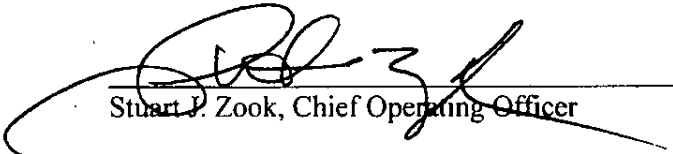
Neil S. Rollnick

This instrument prepared by:
Steven Carlyle Cronig, Esquire
Hinshaw & Culbertson LLP
9155 South Dadeland Boulevard
Suite 1600
Miami, Florida 33156
Telephone (305) 358-7747

5. Management. The Company shall be managed by a Managing Member and therefore is a member-managed company. Third parties hereby are notified that the following actions of the Company cannot occur without the prior written consent of LEM Funding XXII, L.P., a Delaware limited partnership and LEM Parallel XXII, L.P. a Delaware limited partnership: (i) the sale of the real property of the Company or any subsidiary of the Company; (ii) the refinancing of the mortgage financing encumbering the real property of the Company or any subsidiary of the Company; (iii) the replacement of the Managing Member or the addition of additional managing members; and (iv) any amendment to these Articles of Organization or the Operating Agreement of the Company.

IN WITNESS THEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Miami-Dade County, Florida for uses and purposes aforesaid this 11th day of May 2011.

Newport Pinetree and Lakeside, LLC., Managing
Member, by its Managing Member, Newport Pinetree
and Lakeside, Inc.,



Stuart J. Zook, Chief Operating Officer

(Corporate Seal)

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