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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

APR 24 2012

EXAMINER

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: **KEYSTONE REAL ESTATE INCOME 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:

Vik Parti, Esq.

Name of Person

The Law Office of Vik Parti PA

Firm/Company

7380 Sand Lake Road Suite 500

Address

Orlando, Florida 32819

City/State and Zip Code

vparti@partipa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Vik Parti

Name of Person

at (**321**) **297-8756**

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

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ARTICLES OF ORGANIZATION
OF
KEYSTONE REAL ESTATE INCOME LLC

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **KEYSTONE REAL ESTATE INCOME LLC** ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 3719 West Ohio Avenue, Tampa, Florida 33611, and the mailing address shall be P.O. Box 714, Tampa, Florida 33601.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The purpose for which the Company is organized is to engage in the business of real estate and real estate management and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The

Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is The Law Office of Vik Parti, P.A., at 7380 Sand Lake Road Suite 500, Orlando, Florida 32819. The name and address of the registered agent of this Company is The Law Office of Vik Parti P.A., 7380 Sand Lake Road Suite 500, Orlando, Florida 32819.

ARTICLE 7 - ADMISSION OF NEW MEMBERS

No additional Member(s) shall be admitted to the Company except upon the approval such terms and conditions as shall be determined by all the member(s) in accordance with Company Operating Agreement. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company.

ARTICLE 8 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or Manager, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all the remaining Members, provided there is at least one remaining Member.

ARTICLE 9 - MANAGEMENT

The Company shall be managed by a manager or managers in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE 10 - INDEMNIFICATION

The Company shall indemnify managers and/or members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding

because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

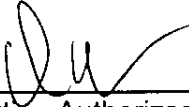
ARTICLE 11 - UNITS

The Company shall be authorized to have two (2) classes of units of equity interest in the company: Class A unlimited voting manager class consisting of 2,000 units and Class B limited non-voting non-manager class consisting of 98,000 units.

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IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Orlando, Florida, for the foregoing uses and purposes, this 19 day of April, 2012.



Vikas Parti, Authorized Representative of the
Members

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

The Law Office of Vik Parti P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

The Law Office of Vik Parti PA

By: 

Vikas Parti, President

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