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TALLAHASSEE, FLORIDA

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Via Federal Express

July 2, 2013

**FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS**

Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: ***THE SUITES AT UNIVERSITY CITY, LLC***

Dear Sir:

We enclose with this letter the original and one (1) true copy of the fully executed **ARTICLES OF ORGANIZATION** for **THE SUITES AT UNIVERSITY CITY, LLC**, together with our Operating Account Check payable to the Florida Department of State in the amount of **One Hundred Thirty And No/100 (\$130.00)** representing the required Filing Fee and Certificate Of Status.

You are kindly requested to immediately file upon receipt the enclosed **ARTICLES OF ORGANIZATION OF THE SUITES AT UNIVERSITY CITY, LLC**, and to 'file stamp' the enclosed copy returning same to this office together with the Certificate Of Status issued by the Honorable Florida Secretary Of State.

Should, of course, you have any questions, whatsoever, in this matter you are to please direct same to the undersigned, and to use the following cell phone number for your convenience in doing so, that is: **(954) 600-3266**; otherwise, thanking the Division of Corporations for your continued courtesies and kind assistance in this matters, we remain

Very truly yours,

Larry L. Adair

LLA:ch

Enclosure

cc: The Suites At University City, LLC

ARTICLES OF ORGANIZATION
Of
THE SUITES AT UNIVERSITY CITY, LLC

THE UNDERSIGNED BEING DULY AUTHORIZED TO ACT AS THE ORGANIZER OF THIS LIMITED LIABILITY COMPANY PURSUANT TO CHAPTER 608, *FLORIDA LIMITED LIABILITY COMPANY ACT*, AND SECTION 658.16, FLORIDA STATUTES, HEREBY FORMS A LIMITED LIABILITY COMPANY UNDER THE LAWS OF THE STATE OF FLORIDA AND ADOPTS THE FOLLOWING ARTICLES OF ORGANIZATION FOR SUCH LIMITED LIABILITY COMPANY.

ARTICLES I. NAME OF THE LIMITED LIABILITY COMPANY

The name of the limited liability Company is and shall be:

THE SUITES AT UNIVERSITY CITY, LLC

ARTICLES II. PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal office and mailing address of the Company are:

8950 Southwest 74th Court
Suite Number 1803
Miami, Florida 33156

ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Company shall be:

2400 West Sample Road
Suite Number 7
Pompano Beach, Florida 33073

And, the registered agent of the Company at that address is:

Larry L. Adair

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TALLAHASSEE, FLORIDA

ARTICLE IV. MANAGEMENT AUTHORITY

The exclusive authority to manage the Company is vested in a manager or member managers that are appointed by the members, which shall operate in substantially the same manner, as and has substantially the same rights, powers, privileges, duties, and responsibilities as a board of directors of a company chartered as a corporation.

The name and address of the initial Managing Member of the Company is as follows:

UNIVERSITY HOUSING BY DAYCO CORP.

a Florida corporation
8950 Southwest 74th Court
Suite Number 1803
Miami, Florida 33156

ARTICLE V: GENERAL PURPOSE OF THE COMPANY

The general purposes for which the Company is organized are as follows:

- (1) The transaction of any and all lawful business for which limited liability companies may be organized to transact under Chapter 608, *The Florida Limited Liability Company Act*; and,
- (2) The development, construction and management of collegiate student housing facilities for privately or publicly funded universities and colleges.

ARTICLE VI. CAPITAL REQUIREMENTS

The Company shall begin business with at least One Thousand And No/100 (\$1,000.00) Dollars in paid-in capital and shall maintain such minimum capital.

ARTICLE VII. EFFECTIVE DATE AND DURATION

The term of existence of the Company shall commence with the filing of the *Articles Of Organization* with the Honorable Secretary Of State of the State of Florida, Division of Corporations, and shall continue perpetually, unless sooner dissolved in accordance with the laws of the State of Florida and the Operating Agreement of the Company. In no instance shall the Company be automatically terminated, dissolved, or operations suspended upon the occurrence of an event, including the death, disability, bankruptcy, expulsion, or withdrawal of a member of the Company, other than the passage of time as may be specified by law or the Operating Agreement of the Company. Provided, however, that upon any such termination event, the existence and business of the Company may be continued by amendment of these Articles Of Organization or the Operating Agreement providing for the continued existence of the Company as may be authorized by Florida Statutes.

ARTICLE VIII. LIMITED LIABILITY OF MEMBERS

No Member of the Company shall be liable for the debts, liabilities, or obligations of the Company in excess of the amount of the Member's investment.

ARTICLE IX. TRANSFER OF OWNERSHIP RIGHTS

A Member may not transfer an ownership interest in the Company, without the prior written consent of any other Member of the Company; and, any such transfer shall otherwise comply with all other and further requirements of the Operating Agreement of the Company.

ARTICLE X. LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.4235, Florida Statutes, no Member of the Company shall be an agent for the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

ARTICLE XI. EFFECTIVE DATE OF COMPANY

The Effective Date, if other than the date of filing, shall be: July 1, 2013.

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for THE SUITES AT UNIVERSITY CITY, LLC, the "Company", at the place designated in the foregoing *Articles Of Organization*, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of Section 608.415 of the Florida Statutes.



Larry L. Adair
Registered Agent

07/02/2013

IN WITNESS WHEREOF, the undersigned has made and subscribed these *Articles Of Organization* this 2nd day of July, 2013.

MEMBER:

UNIVERSITY HOUSING BY DAYCO CORP., a
Florida corporation

By 
Luis Alfredo D'Agostino, President

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Luis Alfredo D'Agostino, who is personally known to me or who has produced _____ as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of July, 2013.


NOTARY PUBLIC

Printed Name: Larry L. Adair

My Commission Expires:

12/23/2014

