

Jan. 15, 2014 9:42AM

Clark, Albaugh and Denton, LLP

No. 79 Page 1 of 2

L14000008143

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H14000010224 3)))



H140000102243ABCO

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : CLARK & ALBAUGH, LLP
Account Number : I20110000060
Phone : (407) 647-7600
Fax Number : (407) 647-7622

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Corpa@winkerparklawyers.com

RECEIVED
14 JAN 15 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA LIMITED LIABILITY CO.
SAS Palm Breeze managers II, L.L.C.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$130.00

File First

Electronic Filing Menu

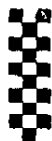
Corporate Filing Menu

Help

Jan. 15, 2014, 9:42AM
850-617-6581

Clark, Albaugh and Rentz, LLP
1/15/2014 8:21:30 AM PAGE

1/001 No. 3179 P. 2
Fax Server



January 15, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CLARK & ALBAUGHT, LLP

SUBJECT: SAS PALM BREEZE MANAGERS II, L.L.C.
REF: W14000002692

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Neysa Culligan
Regulatory Specialist II

FAX Aud. #: B14000010224
Letter Number: 614A00000968

RECEIVED

14 JAN 15 PM 1:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2014 JAN 15 AM 8:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

SAS PALM BREEZE MANAGERS II, L.L.C.

The undersigned, acting as the organizer of SAS PALM BREEZE MANAGERS II, L.L.C., under the Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I – NAME

The name of the limited liability company shall be SAS PALM BREEZE MANAGERS II, L.L.C. (the "Company").

ARTICLE II – ADDRESS

The street address and mailing address of the principal office of the Company is 335 Knowles Avenue, Suite 101, Winter Park, Florida 32789.

ARTICLE III – DURATION

The duration of the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV – MANAGEMENT

The Company is to be managed by the Member, except as provided in the Operating Agreement, and the name and address of the Member is:

<u>Name</u>	<u>Address</u>
Southern Affordable Services, Inc.	335 Knowles Avenue, Suite 101, Winter Park, Florida 32789

ARTICLE V – ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE VI – ADOPTION OF OPERATING AGREEMENT

The Company shall adopt an Operating Agreement for the Company, which may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 605, Fla. Stat.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for the Company shall be Clark, Albaugh & Rentz, LLP, a Florida limited liability partnership, and the street address of the Company's initial registered agent office is 700 West Morse Boulevard, Suite 101, Winter Park, Florida 32789.

ARTICLE VIII - AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - INDEMNIFICATION

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors, or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other rights which any person may have or hereafter acquire under any statute, provision of the Articles of Organization, or Operating Agreement of the Company, agreement, vote of Members, or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X - CONTINUATION OF BUSINESS

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned Manager has executed these Articles of Organization as of this 14 day of ~~September, 2013.~~

January, 2014

MANAGING MEMBER:

Southern Affordable Services, Inc., a
Florida not-for-profit corporation

By: 
Jay P. Brock, Executive Vice President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED AGENT OFFICE**

PURUSANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the limited liability company is **SAS PALM BREEZE MANAGERS II, L.L.C.**
2. The name and address of the registered agent and office is:

Clark, Albaugh & Rentz, LLP
700 West Morse Boulevard, Suite 101
Winter Park, Florida 32789

Having been designated as the Registered Agent for SAS PALM BREEZE MANAGERS II, L.L.C., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 605, Florida Statutes.

Clark, Albaugh & Rentz, LLP, a Florida limited liability partnership

By: _____


Scott D. Clark, Partner

Dated this ____ day of January, 2014

FILED
2014 JAN 15 AM 8:53
CLERK OF STATE
TALLAHASSEE, FLORIDA