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SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: TOWN HALL AT EAST RIDGE, 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:

Mariel Acosta-Garcia, Esq.

Name of Person

Vasallo Law, P.L.L.C.

Firm/Company

12394 SW 82nd Avenue

Address

Pinecrest, Florida 33156

City/State and Zip Code

macosta@vasallolaw.com

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

For further information concerning this matter, please call:

Mariel Acosta-Garcia

305

233-9066

at ()

Name of Person

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

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

Street Address

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

ARTICLES OF ORGANIZATION
OF
TOWN HALL AT EAST RIDGE, LLC
a Florida limited liability company

16 SEP 27 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME; APPLICABLE LAW

The name of the limited liability company formed pursuant to the filing of these Articles of Organization (the "**Articles**") is "**TOWN HALL AT EAST RIDGE, LLC**" (the "**Company**"). The Company is created pursuant to and in accordance with the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes (as amended from time to time, the "**LLC Act**"). The Company and its internal affairs shall be governed by the LLC Act and the laws of the State of Florida. Unless the Company consents in writing to the selection of an alternative forum, the circuit courts in and for the State of Florida shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim for breach of a fiduciary duty owed by any manager, member, officer, employee or agent of the Company to the Company or the Company's members, (iii) any action asserting a claim arising pursuant to any provision of the LLC Act, these Articles or the Operating Agreement (as defined below), or (iv) any action asserting a claim governed by the internal affairs doctrine, in each case subject to such courts having personal jurisdiction over the indispensable parties named as defendants therein.

ARTICLE II
MAILING AND STREET ADDRESS

The mailing and street addresses of the initial principal office of the Company are as follows:

1105 E. Ridge Village Drive
Cutler Bay, Florida 33157

ARTICLE III
REGISTERED AGENT

The name and address of the initial registered agent of the Company are as follows:

Vasallo Law, P.L.
Attention: Mariel Acosta-Garcia, Esq.
12394 SW 82 Avenue
Pinecrest, Florida 33156

ARTICLE IV
MANAGEMENT

The Company shall be a member-managed limited liability company within the meaning of the Act and shall be governed by a written operating agreement entered into between and among its members (as amended from time to time, the "**Operating Agreement**"). The Operating Agreement may not be amended except as expressly provided in the Operating Agreement. The management of the Company shall be vested in the members as provided in the Operating Agreement and the members shall have the powers, duties and

authority set forth in the LLC Act for member-managed limited liability companies, subject to the terms and conditions of the Operating Agreement. The names and addresses of the initial members of the Company are as follows:

FRANCES PLUMMER
1105 E. Ridge Village Drive
Cutler Bay, Florida 33157

JEFFERY HALLER
1109 E. Ridge Village Drive.
Cutler Bay, Florida 33157

JANET PARKERSON
810 E. Ridge Village Drive
Cutler Bay, Florida 33157

PHYLLIS ROSENBERG
501 E. Ridge Village Drive
Cutler Bay, Florida 33157

ARTICLE V **EFFECTIVE DATE**

The effective date of these Articles shall be the date on which they are accepted for filing by the Department of State.

ARTICLE VI **RESTRICTIONS ON TRANSFER;** **ADMISSION OF ADDITIONAL OR SUBSTITUTE MEMBERS**

Among other things, the Operating Agreement restricts the sale, transfer, pledge, hypothecation, exchange, assignment or other disposition by any means, including but not limited to those which are voluntary, involuntary, by operation of law, by the laws of descent and distribution, or otherwise (each, a "***Transfer***"), of the limited liability company membership interests in the Company. Any such Transfer shall be void *ab initio* unless made in strict compliance with the terms and conditions of the Operating Agreement. In addition, no person or entity shall be admitted as a member of the Company, whether in substitution for another member or as an additional member, except in accordance with the Operating Agreement.

ARTICLE VII **INDEMNIFICATION & EXCULPATION**

A. To the fullest extent permitted by law and except as otherwise expressly provided in the Operating Agreement, a manager or member of the Company shall not be personally liable to the Company or to its members for monetary damages for any breach of fiduciary duty as a manager or member so long as such breach does not arise from such manager or member's bad faith, willful or intentional misconduct, or a knowing violation of law. No amendment to, modification of or repeal of this Article VII.A shall apply to or have any effect on the liability or alleged liability of any manager or member of the Company for or with respect to any acts or omissions of such manager or member occurring prior to such amendment.

B. Subject to the terms and conditions of the Operating Agreement and the LLC Act, the Company may indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "***Covered Person***") who was or is made

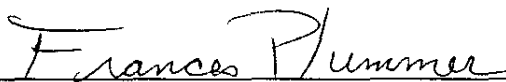
or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "***Proceeding***"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a manager, member or officer of the Company or, while a manager, member or officer of the Company, is or was serving at the request of the Company as a manager, director, officer, employee or agent of another corporation or of another legal entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including reasonable attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Company shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the managers of the Company. Any amendment, repeal or modification of this Article VII.B shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

C. It is the intent of the Company and its members that all Covered Persons be entitled to the maximum exculpation and indemnification to which such a Covered Person is entitled under Florida law. Accordingly, to the extent that any part or provision of this Article VII is deemed to be contrary to Florida law, such part or provision shall be deemed modified to provide the maximum indemnification and exculpation to which such a Covered Person is entitled under Florida law.

ARTICLE VIII **AMENDMENTS**

These Articles may not be amended except as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned Member has submitted these Articles for the purpose of forming the Company as a Florida limited liability company and hereby affirms that the Company has or will have at least one member as of the time these Articles become effective under the LLC Act.



Frances Plummer, Member

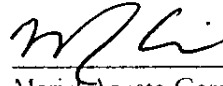
**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned submits the following statement of acceptance of designation as registered agent for the Company:

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605 of the Florida Statutes.

VASALLO LAW, P.L.L.C.

By: _____



Mariel Acosta-Garcia, Esq.

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