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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SPECIAL INSTRUCTIONS

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**THIRD AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF EMERALD LAKE PLAZA, L.C.**

**THE UNDERSIGNED**, pursuant to the provisions of Section 608.411 of the Florida Statutes do hereby execute these Third Amended and Restated Articles of Organization for **EMERALD LAKE PLAZA, L.C.**, which shall become effective upon their filing with the Secretary of State. **EMERALD LAKE PLAZA, L.C.** was originally filed on November 24, 1993. Amended and Restated Articles of Organization of **EMERALD LAKE PLAZA, L.C.** were filed with the Secretary of State on May 23, 1997. On June 11, 1997, Second Amended and Restated Articles of Organization of **EMERALD LAKE PLAZA, L.C.**, were executed. The Articles of Organization of **EMERALD LAKE PLAZA, L.C.**, are further amended and restated as follows:

**1. NAME**

The name of the Limited Liability Company is:

**EMERALD LAKE PLAZA, L.C.**

**2. PERIOD OF DURATION**

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

(i) Thirty (30) years from the date of filing of these Third Amended and Restated Articles of Organization with the Department of State; or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

**3. PURPOSE**

The purpose for which the Limited Liability Company is organized shall be to develop an office

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building upon the real property described on Exhibit "A" attached hereto and made a part hereof located within the "Corporate Park at Emerald Lake", Broward County, Florida consisting of approximately 28,600 square feet or .6565 acres and to manage, operate, mortgage, lease, sell or otherwise deal with such property or any part thereof, and to engage in such other business and activities as may be permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in the Limited Liability Company organized and existing by virtue of said laws.

#### **4. ADDRESS OF PLACE OF BUSINESS AND MAILING ADDRESS**

The address of the place of business in Florida and the mailing address for the Limited Liability Company is 3990 Sheridan Street, Suite 209, Hollywood, Florida 33021.

#### **5. REGISTERED AGENT**

The name and address of the initial Registered Agent in Florida for the Limited Liability Company is **STEVEN B. BERMAN**, 3990 Sheridan Street, Suite 209, Hollywood, Florida 33021.

#### **6. CAPITAL CONTRIBUTIONS**

Upon the initial organization of this Limited Liability Company, the total amount of cash and the agreed value of all property other than cash contributed was \$15,600.00. An additional \$316,050.00 has been contributed to the Limited Liability Company, making a total sum of \$331,650.00.

#### **7. ADDITIONAL CONTRIBUTIONS**

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Third Amended and Restated Articles of Organization. Additional contributions, if any, will be made by the vote of a majority of all of the

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members in accordance with the provisions of Paragraph 10 below.

**8. ADDITIONAL MEMBERS**

Members may admit additional members upon unanimous agreement of the then existing members.

**9. CONTINUITY OF BUSINESS**

The members remaining after the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or after any other event which terminates the membership of a member, have the right to continue the business of this Limited Liability Company subject to the approval by unanimous vote of the remaining members; provided that at least two members remain.

**10. MANAGEMENT**

The business and affairs of the Limited Liability Company shall be managed and all decisions shall be made by a majority vote of the members, each member having one vote for each percentage point (or the appropriate fraction thereof) of "percentage ownership" in the Limited Liability Company. Notwithstanding the same, the execution of any instrument, including deeds, mortgages, leases and other contracts, purporting to be signed on behalf of the Limited Liability Company by any two (2) members shall, as to any third party relying thereon, be conclusively presumed to have been the authorized act of the Limited Liability Company, and shall, for all purposes, bind it. The names, addresses and percentage ownership of the members of the Limited Liability Company are as follows:

**NAME**  
**PERCENTAGE**

**ADDRESS**

**HOWARD B. BERMAN**

3990 Sheridan Street  
Suite 209  
Hollywood, FL 33021

50.7692%

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SUSY BERMAN	3990 Sheridan Street Suite 209 Hollywood, FL 33021	27.6923%
STEVEN B. BERMAN	3990 Sheridan Street Suite 209 Hollywood, FL 33021	9.2308%
ABRAHAM BATIEVSKY	3990 Sheridan Street Suite 209 Hollywood, FL 33021	4.6154%
MARCIE D. BOUR	3990 Sheridan Street Suite 209 Hollywood, FL 33021	3.8462%
ROBIN E. BERMAN	3990 Sheridan Street Suite 209 Hollywood, FL 33021	<u>3.8462%</u> 100%

#### 11. REGULATIONS

The regulations of this Limited Liability Company may only be adopted, amended, altered or repealed by a majority vote of the members, said votes being cast in the manner set forth in Paragraph 10 above.

#### 12. AMENDMENT

This Limited Liability Company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization by a majority vote of the members, said votes being cast in the manner set forth in Paragraph 10 above.

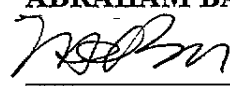
Executed on the 5 day of January, 1998.

  
\_\_\_\_\_  
HOWARD B. BERMAN

  
\_\_\_\_\_  
SUSY BERMAN

  
STEVEN B. BERMAN

  
ABRAHAM BATIEVSKY

  
MARCIE D. BOUR


  
ROBIN E. BERMAN

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STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 5 day of January, 1998, by  
HOWARD B. BERMAN, SUSY BERMAN, STEVEN B. BERMAN, ABRAHAM  
BATIEVSKY, MARCIE D. BOUR and ROBIN E. BERMAN, the members of EMERALD  
LAKE PLAZA, L.C., a Florida Limited Liability Company, who are personally known to me.

  
Notary Public, State of Florida  
at Large  
My Commission Expires:

OFFICIAL NOTARY SEAL  
JOSEPH L. SCHWARTZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC553348  
MY COMMISSION EXP. MAY 21, 2000

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the Registered Agent of **EMERALD LAKE PLAZA, L.C.**, undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as Registered Agent by **EMERALD LAKE PLAZA, L.C.**

Executed this 5 day of January, 1998.



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**STEVEN B. BERMAN,  
REGISTERED AGENT**

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