

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

800-341-8086

L95000000030

CSC networks

95 JAN 10 11:10

DIVISION

MAIL TO:
P.O. BOX 50211
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 522937 121767A

AUTHORIZATION :

COST LIMIT : \$ 285

Patricia P. [illegible]

ORDER DATE : January 10, 1995

ORDER TIME : 9:59 AM

ORDER NO. : 522937

CUSTOMER NO: 121767A

CUSTOMER: Martin J. Genauer, Esq
KARP, GENAUER & LEVINE, P.A.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

L95000000030

NAME: CARROLLWOOD ASSOCIATES, L.C.

6295-675
02250, 625
1524, 1127, 671
Note: The Registered Agent signing on behalf of the Company is not the same as the Registered Agent in A.I.S.
☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

EFFECTIVE DATE
1-3-95

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: *D. [illegible]*

FILED
95 JAN 10 11:10



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

January 10, 1995

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: CARROLLWOOD ASSOCIATES, L.C.
Ref. Number: W95000000645

*Please give us this file date
w/ effective date of Jan 3
(in articles)*

RESUBMIT

We have received your document for CARROLLWOOD ASSOCIATES, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

THE REGISTERED AGENT IS NOT SIGNING ON BEHALF OF THE COMPANY NAMED AS REGISTERED AGENT IN ARTICLE 5.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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 (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 695A00001067

RECEIVED
JAN 11 1995
DIVISION OF CORPORATIONS

Please make these 2 corrections.

① Danny, Article II still states the effective date shall be on the date of execution. This article must be changed to reflect an effective date of Jan 3

② Article V has been changed, but on page 7 it has not. It still says Alhambra Registered Agents is the R.A., and it still shows Martin Genauer signing on behalf of his Law Firm.

EFFECTIVE DATE

1-3-75

FILED

95

JAN 12 1975

ARTICLES OF ORGANIZATION
OF
CARROLLWOOD ASSOCIATES, L.C.

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company is CARROLLWOOD ASSOCIATES, L.C.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence upon the date of January 3, 1995 . The Limited Liability Company shall exist for thirty (30) years from the such date unless sooner terminated as provided herein.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office is c/o Martin Genauer, Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Martin J. Genauer. The street address of the initial registered office of the corporation in the State of Florida is c/o Martin Genauer, Esq., Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE VI

CAPITAL

The capital of the Limited Liability Company is \$10,000.00 which shall be paid entirely in cash. Additional capital contributions are not required, but may be made in accordance with the terms of the Agreement of Operation of CARROLLWOOD ASSOCIATES, L.C. as it may be amended from time to time.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be as provided in the Agreement of Operation of CARROLLWOOD ASSOCIATES, L.C.

ARTICLE VIII

DISSOLUTION; WINDING UP; LIQUIDATION

I. A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Termination of the term specified herein.
2. Death, insanity, bankruptcy, retirement or withdrawal of any Member.
3. Dissolution or bankruptcy of any Member which is an entity.
4. Unanimous agreement of the Members to dissolve.
5. The sale of all or substantially all of the assets of the Limited Liability Company.
6. The happening of any event that makes it unlawful, impossible or impractical to carry on the business of the Limited Liability Company.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by Notice by any one or more Members (representing at least a majority of the interests in the Limited Liability Company) to the remaining Members within thirty (30) days after dissolution as described in subsection A. of this Article.

ARTICLE IX

MANAGEMENT

The Limited Liability Company shall be managed by its members whose respective names and addresses are listed below:

Nathan Lewin
c/o Karp & Genauer, P.A.
2 Alhambra Plaza, Suite 1202
Coral Gables, Florida 33134

Martin J. Genauer
c/o Karp & Genauer, P.A.
2 Alhambra Plaza, Suite 1202
Coral Gables, FL 33134

ARTICLE X

RESTRICTION ON TRANSFER


No Member may sell, assign, transfer, pledge, hypothecate, encumber or otherwise dispose of any interest in the Limited Liability Company without the prior written consent of all other Members, except as provided in the Agreement of Operation of CARROLLWOOD ASSOCIATES, L.C. as it may be amended from time to time.

ARTICLE XI

INDEMNIFICATION

The Limited Liability Company may indemnify, to the full extent permitted by law, any person who is the proper subject of indemnification.

IN WITNESS WHEREOF, the undersigned subscribing members have
executed these Articles of Organization effective this 1st day of
January 1995.

By: 
Nathan Lowin, as Member

By: 
Martin J. Genauer, as Member

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, personally appeared Martin J. Genauer, to me personally known or who produced _____ as identification, and he did acknowledge to me that he executed the foregoing Articles of Organization of CARROLLWOOD ASSOCIATES, L.C., a Florida limited liability company, as his free act and deed.

WITNESS my hand and official seal this 30th day of December, 1994.



RICHARD LEVINE
My Commission CC800041
Expires Aug. 07, 1998
Bonded by HAI
800-422-1506

Richard Levine
Notary Public, State of Florida
Print Name: Richard Levine

My Commission Expires: Aug 7, 1998

STATE OF Florida)
) SS:
COUNTY OF Dade)

BEFORE ME, personally appeared Nathan Lewin to me personally known or who produced _____ as identification, and who did acknowledge to me that he executed the foregoing Articles of Organization of CARROLLWOOD ASSOCIATES, L.C., a Florida limited liability company, as his free act and deed.

WITNESS my hand and official seal this 30th day of December, 1994.



RICHARD LEVINE
My Commission CC800041
Expires Aug. 07, 1998
Bonded by HAI
800-422-1506

Richard Levine
Notary Public, State of Florida
Print Name: Richard Levine

My Commission Expires: Aug 7, 1998

CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT

95 FILED
JAN 18 1995
TALLAHASSEE

CARROLLWOOD ASSOCIATES, L.C., a Florida limited liability company, desiring to organize as a Limited Liability Company, pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Organization, in the City of Coral Gables, County of Dade, State of Florida, has named .

Martin J. Genauer. 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134, as its registered agent within the State.

Having been named registered agent for the above-stated Limited Liability Company at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

By: Martin J. Genauer
Print Name: Martin J. Genauer
Title:

E:\DATA\1143.04\DOCS\ARTICLES.ORG

AFFIDAVIT OF MEMBER

STATE OF FLORIDA)
)
COUNTY OF DADE) ss:

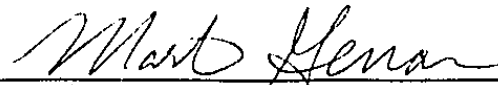
FILED
95 JAN 10 " 9 10
SE.
FILED

The undersigned Affiant, being a Member of Carrollwood Associates, L.C., a Florida limited liability company ("Company"), heroby deposes and says:

1. Affiant is a Member of Company.
2. Company has at least two members.
3. The amount of cash contributed to date by the members to Company is \$10,000.00. No property other than cash has been or is anticipated to be contributed.
4. The amount of cash which is anticipated to be contributed by the members to the Company in the future is as follows:

<u>Name of Member</u>	<u>Amount Anticipated to be Contributed</u>
Nathan Lewin	\$396,000.00
Martin J. Genauer	\$ 4,000.00
Total	\$400,000.00


FURTHER AFFIANT SAYETH NAUGHT.


Martin Genauer, as Member of
Carrollwood Associates, L.C.

BEFORE ME, personally appeared MARTIN J. GENAUER, as Member of Carrollwood Associates, L.C., a Florida limited liability company, to me personally known, and who acknowledged to me that he executed the foregoing Affidavit on behalf of Carrollwood Associates, L.C., and did not take an oath.



RICHARD LEVINE
My Commission CC800041
Expires Aug. 07, 1998
Bonded by HAI
800-422-1886

 January 10, 1995
Notary Public, State of Florida
Print Name: Richard Levine

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
JAN 1996

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 238.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT #L95000000030

CARROLLWOOD ASSOCIATES, L.C.
% MARTIN J. GENAUER, ESQ.
2 ALHAMBRA PLAZA, SUITE 1202
CORAL GABLES FL 33134

1a. Principal Place of Business Address

% MARTIN J. GENAUER, ESQ.
2 ALHAMBRA PLAZA, SUITE 1202
CORAL GABLES FL 33134

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		01/03/1995	FL
City & State		City & State		4. FET Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		65-0551396	
Country		Country		5. Date of Last Report	6. Certificate of Status Desired
					<input type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent

GENAUER, MARTIN J
KARP & GENAUER, P.A.
2 ALHAMBRA PLAZA, STE. 1202
CORAL GABLES FL 33134

8. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
7000001787117
Suite, Apt. #, etc.
-04719705-01040-0113
***238.75 ***238.75
City
FL
Zip Code

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____

(Reg. Street Agent Accepting Appointment) (Not Reg. Street Agent signature required when reappointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	LEWIN, NATHAN	% 2 ALHAMBRA PLAZA, STE. 1	CORAL GABLES FL
MGRM	GENAUER, MARTIN J	% 2 ALHAMBRA PLAZA, STE. 1	CORAL GABLES FL

TAB
4/18

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Martin Genauer MARTIN GENAUER

3/26/96 (305) 445-3545