

SENT SIEGFRIED, KIPNIS, RIVERA

3-3-95 3:22PM

305-443-3202 DIV OF CORPORATIONS 2/

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3/03/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: SIEGFRIED, KIPNIS, RIVERA, LERNER,
201 ALHAMBRA CIR
SUITE 1102
CORAL GABLES FL 33134-

CONTACT: LISA CARMAN
PHONE: (305) 442-3334
FAX: (305) 443-3292

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DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: BAY POINTE YACHT & RACQUET CLUB DEVELOPMENT, L.C.

FAX AUDIT NUMBER: H95000002512

CURRENT STATUS: REQUESTED

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TIME REQUESTED: 15:11:13

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: 3-17-95 : 9:02AM :

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FORT LAUDERDALE OFFICE
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SUITE 2012
FORT LAUDERDALE, FLORIDA 33304
BROWARD (305) 522-0766
FAX (305) 784-1788

OF COUNSEL
MICHELLE C. FRIGOLA, P.A.
FORT LAUDERDALE, FLORIDA 33304

FILE NO. 1940879
REPLY TO:

FAX TRANSMITTAL SHEET

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Fla. Secretary of State

FROM:

Oscar Rivera

FAX #:

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13-3-95

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SIEGFRIED KIPNIS RIVER LERNER

CORAL GABLES, FL 33134

SUBJECT: BAY POINTE YACHT & RACQUET CLUB DEVELOPMENT, L.C.
REF: W95000004854

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Every corporation, limited partnership, general partnership, or trust/trustee listed as a manager or managing member of a

limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000002512
Letter Number: 995A00009806

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida
32314

SENT BY: SIEGFRIED, RIVERA

: 3-17-83 : 9:03AM :

303-443-3282- DIV OF CORPORATIONS: 3/ 0

1195000002512

ARTICLES OF ORGANIZATION OF
DAY POINTE YACHT & RACQUET CLUB DEVELOPMENT, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

Article I - Name

The name of the Limited Liability Company is:

Day Pointe Yacht & Racquet Club Development, L.C.

Article II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

6075 Sunset Drive, 4th Floor
South Miami, Florida 33143

Article III - Duration

The period of duration for the Limited Liability company shall be:

Ten (10) years

Article IV - Management

The Limited Liability Company is to be managed by the members and the name and address of the managing members are:

Interboden Grundstucksgesellschaft mbH

Ollenhaustr. 23
13403 Berlin, Germany

Reynaldo F. Mayor

6075 Sunset Drive, 4th Floor
South Miami, Florida 33143

Article V - Admission of Additional Members

The remaining members only upon unanimous written consent shall have the right to admit additional members and the terms and conditions of the admissions shall be subject to all of the terms and conditions of the Articles of Organization and of the Operating Agreement.

Article VI - Members Rights to Continue Business

The remaining members of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or

Mirta M. Iglesias
201 Alhambra Circle #201
Coral Gables, FL 33134
(305) 442-3334

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STATE OF FLORIDA

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the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be only upon the terms and conditions of the Operating Agreement as it exists at that time.

Article VII - Registered Agent/Office

The name and address of the original Registered Agent and Office is:

SIEGFRIED, RIVERA, LERNER,
DE LA TORRE & PETERSEN, P.A.
201 Alhambra Circle, Suite 1102
Coral Gables, Florida 33134

Interboden Grundstuecksgesellschaft mbH
Ostenbaderstr. 23

By:

13409 Berlin

CHRISTIAN WEBER

REYNALDO F. MAYOR

H95000002512

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
BAY POINTE YACHT & RACQUET CLUB DEVELOPMENT, L.C.

State Of Florida

Lee County - no:

The undersigned member or authorized representative of a member of BAY POINTE YACHT & RACQUET CLUB DEVELOPMENT, L.C., deposes and says:

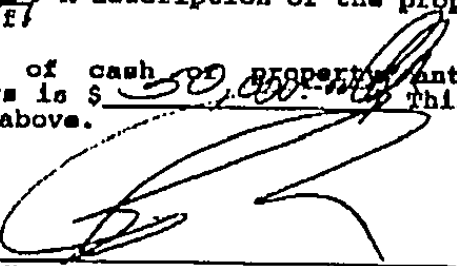
- 1) The above named liability company has at least two members.
- 2) The total amount of cash contributed by the members is as follows:

Interboden Grundstucksgesellschaft mbH \$30,000.00

Reynaldo V. Mayor: \$20,000.00

3) The agreed value of property other than cash contributed by members is \$ N/A. A description of the property is attached and made a part hereof.

4) The total amount of cash or property anticipated to be contributed by members is \$ 50,000.00. This total includes amounts from 2 and 3 above.


REYNALDO D. MAYOR - Member

Signature of a member or authorized representative of a member. (In accordance with section 608.408(e), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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SENT BY: SIEGFRIED, RIVERA

: 3-17-95 : 0:04AM :

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, 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:
BAY POINTE YACHT & RACQUET CLUB DEVELOPMENT, L.C.
2. The name and address of the registered agent and office is:

SIEGFRIED, RIVERA, LEHRER,
DK LA TORRE & PETERSEN, P.A.
201 Alhambra Circle, Suite 1102
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SKRLD, INC.

By:

Oscar R. Rivera V.P.
OSCAR R. RIVERA, Vice President
Florida Bar No. 329193

3-1-95
(Date)

FILED
MAR -3 PM 12:39
TALLAHASSEE, FLORIDA

Filing Fee: \$35 for Designation of Registered Agent

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