

L95000000220



Florida Affordable Housing, Inc

March 16, 1995

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: [REDACTED] (Glen Oaks of Tallahassee, D.C.)

\*\*\*\*\*  
\*\*\*\*\*

Ladies and Gentlemen:

Enclosed are the following:

1. Original and duplicate original of Articles of Organization, Affidavit and Acceptance of Designation for Glen Oaks of Tallahassee, L.C.
2. Our check in the amount of \$346.25 as the filing fees; and
3. A self address envelope for return of stamped Articles and a Certificate of Good Standing as soon as possible.

Thank you.

Very truly yours,

Thomas G. Hinners

TGH/jln

enclosures

Orion Hinners GAVE  
 AUTHORIZATION BY PHONE TO  
 CORRECT Sullivan (Corporate) name  
 DATE 3-20  
 DOC EXAM. AP/6

FILED  
 MAR 17 1995  
 11:42

95 MAR 17 11:42

ARTICLES OF ORGANIZATION  
OF

Glen Oaks of Tallahassee, L.L.C.

1. Name. The name of the limited liability company is  
Glen Oaks of Tallahassee, L.L.C.
2. Duration. The existence of the company shall commence on the date of filing of these Articles with the office of the Secretary of State of Florida and shall exist until December 31, 2048.
3. Principal Office. The mailing and street address of the principal office of the company is 499 Boynton Bay Circle, Boynton Beach, Florida 33435.
4. Registered Agent and Registered Office. The street address of the company's registered office is c/o Florida Affordable Housing, Inc., 499 Boynton Bay Circle, Boynton Beach, Florida 33435, and the name of the company's registered agent at such address is Brian J. Hinners.
5. Additional Members. Additional member of the company may be admitted upon the consent of all the members and under the terms and conditions set forth in the company's operating agreement, as amended from time to time.
6. Continuity. Upon the occurrence of an event which causes the termination of a member of the company, the remaining members of the company may continue the business of the company.
7. Management. The company shall be managed by its members. The names and street addresses of the managing members are:

Florida Affordable Housing, Inc.  
499 Boynton Bay Circle  
Boynton Beach, Florida 33435

and

Goodstein Development Corp.  
242 East 51st Street  
New York, New York 10022

Affidavit

STATE OF FLORIDA        )  
                                  ) ss.  
COUNTY OF PALM BEACH)

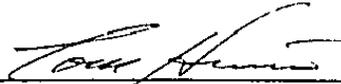
On this 13th day of March, 1995, Thomas G. Hinnors, the President of Florida Affordable Housing, Inc., came before me and did depose and say:

1. My name is Thomas G. Hinnors. I am the President of Florida Affordable Housing, Inc., one of the members of Glen Oaks of Tallahassee, L.C.

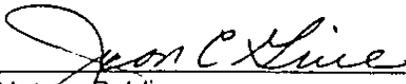
2. Glen Oaks <sup>of Tallahassee, L.C.</sup> has at least two members.

3. The following is the amount of cash and a description and the agreed value of property other than cash contributed by the members and the amount of assets anticipated to be contributed by each of the members of Glen Oaks, L.C.:

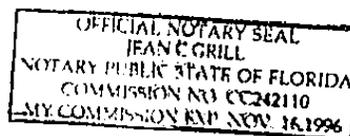
| <u>Name of Member</u>               | <u>Amount of Cash and/or<br/>Description and Value<br/>of Property Contributed</u> | <u>Anticipated<br/>Contribution</u> |
|-------------------------------------|--|-------------------------------------|
| FLORIDA AFFORDABLE<br>HOUSING, INC. |  | \$50,000.00                         |
| GOODSTEIN<br>DEVELOPMENT CORP.      |  | \$50,000.00                         |

  
\_\_\_\_\_  
Thomas G. Hinnors

SWORN AND SUBSCRIBED BEFORE ME on the day and year first set forth above.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_



IN WITNESS WHEREOF, these Articles of Organization are executed by one of the members of the Company.

ATTEST:

FLORIDA AFFORDABLE HOUSING, INC

*Donald L. Brock*  
Secretary

By: *Thomas G. Hinners* (SEAL)  
Thomas G. Hinners, President

STATE OF FLORIDA        )  
                                  ) ss.  
COUNTY OF PALM BEACH)

On this 13th day of March, 1995, Thomas G. Hinners, the President of Florida Affordable Housing, Inc., came before me and did execute these Articles of Organization for Glen Oaks of Tallahassee, L.C.

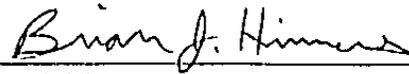
*Jean C Grill*  
Notary Public

My Commission Expires: \_\_\_\_\_

OFFICIAL NOTARY SEAL  
JEAN C GRILL  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC242110  
MY COMMISSION EXP. NOV. 16, 1996.

Acceptance of Designation as Registered Agent

I, Brian J. Hinnors, do hereby accept the foregoing designation as registered agent for Glen Oaks, , and I am familiar with and accept the obligations of registered agent for that company.



Brian J. Hinnors

FILED  
95 MAR 17 11:42  
CLERK OF SUPERIOR COURT  
STATE OF CALIFORNIA  
SAN FRANCISCO COUNTY

# L9500000220

(Requestor's Name) Florida Professional Nursing, Inc.  
 (Address) 499 Baynton Bay Circle  
Baynton Beach FL 33435  
 (City, State, Zip) (Phone #) 407 755-0777

OFFICE USE ONLY

500001485525  
 -04/26/95--01088--016  
 \*\*\*\*\*52.50 \*\*\*\*\*52.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- Glen Oaks of Tallahassee, L.C. (Corporation Name) (Document #)
- \_\_\_\_\_ (Corporation Name) (Document #) *Amended &*
- \_\_\_\_\_ (Corporation Name) (Document #) *Restated*
- \_\_\_\_\_ (Corporation Name) (Document #) *L.C.*

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
| <input type="checkbox"/>   | Foreign             |
| <input type="checkbox"/>   | Limited Partnership |
| <input type="checkbox"/>   | Reinstatement       |
| <input type="checkbox"/>   | Trademark           |
| <input type="checkbox"/>   | Other               |

95 APR 18 PM 4:34  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

*4/18/95*  
*ADW*  
*ADW*  
*ADW*  
*ADW*

Examiner's Initials

FILED  
95 APR 18 PM 4:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION**

**OF**

**GLEN OAKS OF TALLAHASSEE, L.C.**

1. Name. The name of the limited liability company is Glen Oaks of Tallahassee, L.C.

2. Duration. The existence of the company shall commence on the date of filing of these Articles with the office of the Secretary of State of Florida and shall exist until December 31, 2048.

3. Principal Office. The mailing and street address of the principal office of the company is 499 Boynton Bay Circle, Boynton Beach, Florida 33435.

4. Registered Agent and Registered Office. The street address of the company's registered office is c/o Florida Affordable Housing, Inc., 499 Boynton Bay Circle, Boynton Beach, Florida 33435, and the name of the company's registered agent at such address is Brian J. Hinners.

5. Additional Members. Additional members of the company may be admitted upon the consent of all the members and under the terms and conditions set forth in the company's operating agreement, as amended from time to time.

6. Continuity. Upon the occurrence of an event which causes the termination of a member of the company, the remaining members of the company may continue the business of the company.

7. Management. The company shall be managed by its members, The names of the managing members are Goodstein Development Corporation and Todd Borck. -499 Boynton Beach Cir., Boynton Beach, FL 33435

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization are executed by one of the members of the Company.

ATTEST:

Barbara J. Borck  
Secretary

By: Todd L. Borck (SEAL)  
Todd Borck, Vice President

STATE OF FLORIDA        )  
                                  ) ss.  
COUNTY OF PALM BEACH)

On this 17th day of April, 1995, Todd Borck, came before me and did execute these Amended and Restated Articles of Organization for Glen Oaks of Tallahassee, L.C.

Mary F. Williams  
Notary Public

My Commission Expires: 10-30-95

These Amended and Restated Articles of Organization were filed in accordance with Chapter 608.411 of the Florida Statutes.

L9500000220



ACCOUNT NO. : 072100000032  
REFERENCE : 311280 10831B  
AUTHORIZATION : *Patricia Pappas*  
COST LIMIT : \$ 105.00

ORDER DATE : March 28, 1997  
ORDER TIME : 10:05 AM  
ORDER NO. : 311280-005 100002126941--9  
CUSTOMER NO: 10831B  
CUSTOMER: Sandra Muilenburg, Legal Asst  
Greenspoon Marder Hirschfeld  
135 West Central, Suite 1100  
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: GLEN OAKS OF TALLAHASSEE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday  
EXAMINER'S INITIALS: \_\_\_\_\_

97 JUN -5 PM 4:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*6/4*  
*Amended*  
*Restated*  
*C.C.*

*corrected # 6 address*  
*Per*  
*Andrea*  
6

33



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 28, 1997

CSC  
TONYA  
TALLAHASSEE, FL

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: GLEN OAKS OF TALLAHASSEE, L.C.  
Ref. Number: L9500000220

We have received your document for GLEN OAKS OF TALLAHASSEE, L.C. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

Amended and Restated Articles of Organization for a Limited Liability Company must include a Supplemental Affidavit of Capital Contributions. If there is an increase in the capital contributions the filing fee for this document is \$250, if the contributions are not changing, the fee for filing the Amended and Restated Articles is \$52.50.

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) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 897A00015853

RECEIVED  
97 JUN -5 PM 12:16  
DIVISION OF CORPORATION

SECOND AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
GLEN OAKS OF TALLAHASSEE, L.C.

FILED  
97 JUN -5 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name. The name of the limited liability company is Glen Oaks of Tallahassee, L.C.

2. Duration. The existence of the company commenced on the date of filing of these Articles with the office of the Secretary of State of Florida which was March 17, 1995 and shall exist until December 31, 2048.

3. Principal Office. The mailing and street address of the principal office of the company is 499 Boynton Bay Circle, Boynton Beach, Florida 33435.

4. Registered Agent and Registered Office. The street address of the company's registered office is c/o Florida Affordable Housing, Inc., 499 Boynton Bay Circle, Boynton Beach, Florida 33435, and the name of the company's registered agent at such address is Todd Borck.

5. Continuity. Upon the occurrence of an event which causes the termination of a member of the company, the remaining members of the company may continue the business of the company.

6. Management. The company shall be managed by its members. The names of the managing members are Todd Borck and Stuart Willner located at 499 Boynton Bay Circle, Boynton Beach, Florida 33435.

IN WITNESS WHEREOF, these Second Amended and Restated Articles of Organization are executed by the managing members of the Company.

ATTEST:

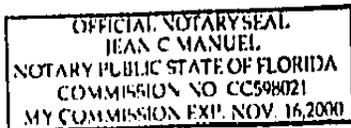
  
\_\_\_\_\_  
Todd Borck, Managing Member

  
\_\_\_\_\_  
Stuart Willner, Managing Member

STATE OF FLORIDA

COUNTY OF Palm Beach

On this 26<sup>th</sup> day of March, 1997, Todd Borck, Managing Member, came before me and did execute these Second Amended and Restated Articles of Organization for Glen Oaks of Tallahassee, L.C.

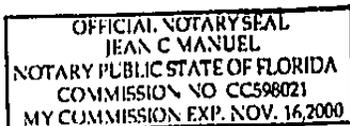


Jean C Manuel  
Notary Public  
My Commission Expires: 11/16/00

STATE OF FLORIDA

COUNTY OF Palm Beach

On this 26<sup>th</sup> day of March, 1997, Stuart Willner, Managing Member, came before me and did execute these Second Amended and Restated Articles of Organization for Glen Oaks of Tallahassee, L.C.

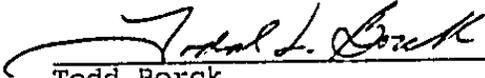


Jean C Manuel  
Notary Public  
My Commission Expires: 11/16/00

These amended and Restated Articles of Organization are being filed in accordance with Chapter 608.411 of the Florida Statutes.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Todd Bork, as registered agent appointed in accordance with the Second Amended and Restated Articles of Incorporation of Glen Oaks of Tallahassee, L.C., does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Florida law.

  
\_\_\_\_\_  
Todd Bork

("Registered Agent")

# SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A LIMITED LIABILITY COMPANY

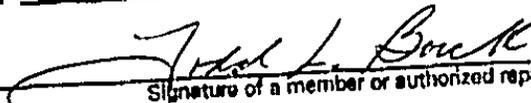
The undersigned member or authorized representative of a member of

GLEN OAKS OF TALLAHASSEE, L.C.

a limited liability company, executes this supplemental affidavit filed pursuant to section 608.412, Florida Statutes.

The total amount of the capital contributions of the members is \$100,000.00.  
If contributions include other than cash, a description and agreed value of property must be attached.

Dated June, 1997



Signature of a member or authorized representative of a member

Todd Borck

Typed or printed name of signed

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Filing fee: \$250.00  
Certified copy: \$ 52.50 (optional)