

L95000000260

SCHROEDER AND LANCHE, P.A.

ATTORNEYS AT LAW

ONE BOCA PLACE, SUITE 119 ATRIUM

2255 GLADIS ROAD

BOCA RATON, FLORIDA 33431-7313

MICHAEL A. SCHROEDER

W. LAWRENCE LANCHE

ALAN PELLINGRA

FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS AND ESTATE LAWYER

BOCA RATON (407) 241-0300
BROWARD COUNTY (305) 421-0878
TELECOPIER (407) 241-0798

March 16, 1995

BY FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

4000001438424
-03/24/95--01009--002
***337.50 ***337.50

RE: Articles of Organization for the Limited
Liability Company CitiProp Realty, L.C.

Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Organization of CitiProp Realty, L.C., along with the Acceptance of Registered Agent. Also enclosed is an Affidavit which has been executed by Affiant as a member of the Company.

We also enclose herewith a check in the amount of \$337.50 to cover the filing fees as follows:

Filing Fee	\$ 250.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>

\$337.50

Please return a certified copy of the Articles of Organization to this office. Thank you.

Very truly yours,

Michael A. Schroeder
MICHAEL A. SCHROEDER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 MAR 24 AM 11:09

FILED

MAS/bmb
Enclosures

cc: Mr. Roger Smee
(by Federal Express, with enclosures)

(LANDFORM\SECSTAT1.LTR)

B. REGISTER MAR 24 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

1) March 24, 1995

MICHAEL A SCHROEDER, ESQUIRE
2255 GLADES ROAD
SUITE 319
BOCA RATON, FL 33431-7313

SUBJECT: CITIPROP REALTY, L.C.
Ref. Number: W95000006596

We have received your document for CITIPROP REALTY, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

Please add the signature to article XI (c).

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 795A00013493

SCHROEDER AND LARCHE, P.A.

ATTORNEYS AT LAW

ONE BOCA PLACE, SUITE 319 - ATRIUM

2255 GLADES ROAD

BOCA RATON, FLORIDA 33431-7313

MICHAEL A. SCHROEDER

W. LAWRENCE LARCHE *

ALAN PELLINGRA

* FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES LAWYER

BOCA RATON (407) 241-0100

BROWARD COUNTY (305) 421-0878

TELECOMER (407) 241-0798

March 30, 1995

VIA FEDERAL EXPRESS

Beth Register

Corporate Specialist Supervisor

Florida Department of State

Divisions of Corporations

P. O. Box 6327

Tallahassee, Florida 32314

Re: CITIPROP REALTY, L.C.,

Ref. Number: W95000006596

Dear Beth:

Pursuant to my telephone conversation with your supervisor, I understand that you will now file the articles of organization of CitiProp Realty, L.C. There is no need to further amend the document.

I would appreciate your returning a copy of the filed Articles of Organization to me in the enclosed federal express envelope.

Sincerely,



ALAN PELLINGRA

AP/sg

(LTR\FLDEPT.LTR)

ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
CITIPROP REALTY, L.C.

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended, (the "Act"), hereby forms a Florida limited liability company (the "Company") pursuant to the Act and hereby set forth the following Articles of Organization (the "Articles").

ARTICLE I

Name

The name of this Company shall be:

CitiProp Realty, L.C.

ARTICLE II

Commencement and Duration

This Company shall commence at the date and time when these Articles are filed, in accordance with the provisions of Section 608.409(1) of the Act, and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all the members.

ARTICLE III

Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

FILED
MAR 24 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Place of Business

The principal place of business of this Company shall be 3201 Lindfields Boulevard, Kissimmee, Florida 34747, and such other place or places as may be designated by the members from time to time and the mailing address shall be 3201 Lindfields Boulevard, Kissimmee, Florida 34747, or such other place as may be designated by the members from time to time.

ARTICLE V

Registered Agent and Office

The initial registered agent for this Company shall be Michael A. Schroeder, and the address of the Registered Agent for service of process shall be Schroeder and Larche, P.A., One Boca Place, Suite 319-A, 2255 Glades Road, Boca Raton, Florida 33431-7313.

ARTICLE VI

Capital Contributions

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of Ninety-Nine Dollars (\$99.00).

(b) Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII

Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by vote of a majority in interest of the members.

ARTICLE VIII

Continuation of Business

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE IX

Management of Business

The management of this Company shall be vested entirely in its members. The name and address of its initial members are as follows:

<u>Name</u>	<u>Address</u>
Roger Smee	Benhamu Fawley Henley on Thames Oxfordshire, RG96JG England
Landlink One L.C.	3201 Lindfields Boulevard Kissimmee, Florida 34747
Robert A. Koch, as Trustee	2555 Temple Trail Winter Park, Florida 32789

ARTICLE X

Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI

Property

(a) Ownership. All property originally paid or brought into, or transferred to this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of this Company.

(c) Conveyances. The member(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable whatsoever. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the member signing on its behalf is duly authorized to do so.

The following form of signature shall be used for obtaining or conveying title to any real or personal property:

CitiProp Realty, L.C., a Florida Limited
Liability Company

By: _____,
as Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyances on documents for title to real or personal property.

ARTICLE XII

Amendments

These Article of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XIII

Regulations

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company continuing such provision as they consider necessary, reasonable or desirable, except that no provision of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all members.

ARTICLE XIV

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of this Company except by vote of majority in interest of the members.

ARTICLE XV

Voting

All members of the Company shall be entitled to vote on matters relating to the Company and each member's vote shall be determined in proportion to the members' relative capital accounts; however, if the capital account of each member is negative or zero, each member shall have one vote.

ARTICLE XVI

Indemnification

Each member shall be indemnified by the Company in accordance with Section 608.4363 of the Act.

IN WITNESS WHEREOF, these Articles of Organization have been executed this ____ day of March, 1995.

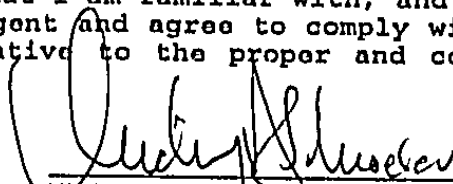


Roger Smees, a Member

**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated herein, I hereby agree to act in this capacity, and I further acknowledge and agree that I am familiar with, and accept the obligations as Registered Agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 16, 1995



MICHAEL A. SCHROEDER

(CLIENTS\LANDFORM\CITIPROP.ART)

FILED
95 MAR 24 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared
ROGER SMEE, who being duly sworn, deposes and says:

PURFHER AFFIANT SAYETH NOT.

Sworn and Subscribed to before me, on MARCH 21, 1995

Type of Identification Produced

APPROVED
AND
FILED

1996 SEP 25 PM 1:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED FOR
REGISTRATION
LIMITED LIABILITY COMPANY

FLORIDA DEPARTMENT OF STATE
Cecilia D. Matthews
Secretary of State
OFFICE OF CORPORATIONS

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company: **DOCUMENT # L95000000260**
CitiProp Realty, L.C.
2555 Temple Trail,
Winter Park, FL 32789

2a. Principal Place of Business Address:
3201 Lindfields Blvd,
Kissimmee,
FL 34747

3. Date Organized or Qualified: **03/24/95** 3a. State of Formation: **FL**

4. EIN Number: **59-3315687** ☐ Applied For ☐ Not Applicable

5. Date of Last Report: **N/A** 6. Certificate of Status Desired: ☒ \$0.75 Additional Fee Required

7. Name and Address of Current Registered Agent:
Schroeder and Larche, P.A.
One Boca Place,
Suite 319-A
2255 Glades Road,
Boca Raton, FL 33431-7313

8. Name and Address of New Registered Agent:
REINSTATEMENT
alex 9/25/96
FL

9. I being appointed the registered agent of the above named limited liability company, am familiar with and accept the obligations of Chapter 608, F.S.
Signature of Registered Agent: **Michael Schuech** Date: **09/26/96** **100001958171**
-09/26/96--01076--011
9/24/96 ***747.50**

10. Title	Managing Members-Managers	Business Street Address	City, State & Zip Code
Mr. Robert Koch	2555 Temple Trail	Winter Park, FL 32789	
Mr. Roger Smece	2555 Temple Trail	Winter Park, FL 32789	
Mr. Quentin Jones	2555 Temple Trail	Winter Park, FL 32789	
MGRM	Robert Koch, Trustee	3201 Lindfields Blvd	Kissimmee, FL 34747
MGRM	Roger Smece	Bethens Pawley, Henley-on-Thames	Wiltshire, England RG96TG
MGRM	Landlink One, L.C.	2555 Temple Trail	Winter Park, FL 32789

11. I hereby certify that the foregoing member or manager is the owner or trustee empowered to execute this application as provided for in Chapter 608, F.S. I further certify that when the application is filed, the reason for dissolution has been eliminated, the limited liability company name satisfies the requirements of section 608.406, F.S., and that all fees owed by the limited liability company have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as the signature of the member or manager.

Signature of Managing Member/Manager: **Quentin Jones** Date: **09/23/96** Daytime Phone: **407.629.4748**

I hereby certify that the foregoing Managing Member/Manager is a member of Landlink One, L.C.

L95000000260

SCHROEDER AND LARCHE, P.A.

ATTORNEYS AT LAW

ONE BOCA PLACE, SUITE 319 - ATRIUM

2255 GLADES ROAD

BOCA RATON, FLORIDA 33431 - 7383

MICHAEL A. SCHROEDER
W. LAWRENCE LARCHE *
ALAN PELLINGRA

* FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS, AND ESTATE LAWYER

BOCA RATON (407) 241 - 0300
BROWARD COUNTY (954) 421 - 0878
TELECOPIER (407) 241 - 0798

September 24, 1996

BY FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

100001959241
-09/27/96--01072--007
*****52.50 *****52.50

RE: Amendment of Articles of Organization for the
Limited Liability Company Citiprop Realty,
L.C..

Gentlemen:

Enclosed herewith is the original and one (1) copy of the
Amendment of Articles of Organization for Citiprop Realty, L.C.

We also enclose herewith a check in the amount of \$52.50 to
cover the filing fee. Please return a filed copy of the
Amendment of Articles of Organization to this office. Thank you.

Very truly yours,

ALAN PELLINGRA

AP/tw

Enc.

cc: Mr. Quentin Jones (w/enc.)

(LANDFORM\SECSTAT.LTR)

SH 9/30

FILED
96 SEP 27 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT OF ARTICLES OF ORGANIZATION
FOR CITIPROP REALTY, L.C.

1. The Limited Liability Company's name is CitiProp Realty, L.C.
2. The Articles of Organization were filed on March 24, 1995.
3. Article IX of the Articles of Organization is deleted in its entirety and replaced with the following:

"ARTICLE IX

MANAGEMENT OF BUSINESS

The management of this Company shall be vested entirely in its Members. The names and addresses of its Members are as follows:

<u>Name</u>	<u>Address</u>
Robert A. Koch, as Trustee	2555 Temple Trail Winter Park, FL 32789
Landrock L.C., a Florida limited liability company"	2555 Temple Trail Winter Park, FL 32789

4. The foregoing Amendment was approved by all of the Members of CitiProp Realty, L.C.

5. All of the Members of CitiProp Realty, L.C., by unanimous written agreement, agreed to continue the business of CitiProp Realty, L.C.

CITIPROP REALTY, L.C.,
a Florida limited liability
company

By: 
ROBERT A. KOCH, as Trustee,
a Member