

APR-6-95 THU 8:47 AM

P. 1

L95000000261

TYPE: EPIL27 CORPORATE NAME: DORN PROPERTIES, L.C.

SUB-ACCOUNT NUMBER: METHOD OF DELIVERY: M FAX PHONE NUMBER: (904) 385-6761
MAILING NAME/ADDRESS: FILINGS, INC. 3732 NW 16TH ST FT LAUDERDALE
FL 33311-0808

FILED
DIVISION OF CORPORATIONS
APR-6 PM 12:00

CERTIFICATE(S) REQUESTED: NO ESTIMATED CHARGES: \$52.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

ENTER SELECTION AND ~~CORPORATION~~ DIVISION OF
CORPORATIONS

1:35 PM PUBLIC ACCESS SYSTEM (((H95000003895)))
ELECTRONIC FILING COVER SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS,
INC. DEPARTMENT OF STATE 3732 NW 16TH ST STATE OF FLORIDA 409
EAST GAINES STREET FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399

CONTACT: TERESA ROMAN FAX: (904) 922-4000 PHONE: (904)
385-6735 FAX: (904) 385-6761 (((H95000003895))) DOCUMENT TYPE: LIMITED

LIABILITY AMENDMENT NAME: DORN PROPERTIES, L.C. FAX AUDIT NUMBER: H95000003895
CURRENT STATUS: REQUESTED DATE REQUESTED: 04/05/1995 TIME REQUESTED:

13:35:40 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
PAGES: 1 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$52.50

ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover
sheet when submitting documents to the Division of Corporations. Your document
cannot be processed without the information contained on this page. Remember to
type the Fax Audit number on the top and bottom of all pages of the document.
(((H95000003895))) ** ENTER 'M' FOR MENU. **

How for pick up

APR 6 95 THU 6:46 AM

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

P. 2

95 APR -6 PM 12:30

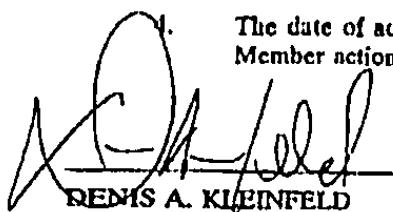
ARTICLES OF AMENDMENT
OF
DORN PROPERTIES, L.C.

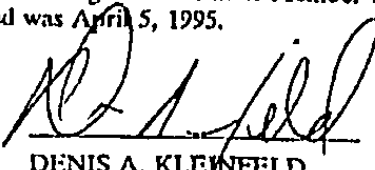
DORN PROPERTIES, L.C., hereby amends its Articles of Organization stating as follows:

1. The name of the Corporation is DORN PROPERTIES, L.C.
2. The Articles of Organization for DORN PROPERTIES, L.C. were filed March 31, 1995.
3. The Amendment to its Articles of Organization is that:

Article I of the Articles of Organization is hereby amended to change the name of the Limited Liability Company from DORN PROPERTIES, L.C., to DORN ESTATES, L.C.

4. The date of adoption by the Initial Organizer without Member action and Member action was not required was April 5, 1995.


DENIS A. KLEINFELD
Initial Organizer & Member
Date: April 5, 1995


DENIS A. KLEINFELD
Subscriber and Initial Organizer & Member
Date: April 5, 1995

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared DENIS A. KLEINFELD, known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of April, 1995.

Commission Expires:


, Notary Public

Prepared by: DENIS A. KLEINFELD
FL Bar No. 380148
(305) 892-1000
One S.E. 3rd Avenue
Suite 1940
Miami, Florida 33131

ANA E. BRITT
Notary Public, State of Florida
My Comm. expires Feb 14, 1996
No. 00288734

1195000003895

L95000000261

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FILED STATE
SECRETARY OF CORPORATIONS
95 MAR 31 PM 3:12

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

10000144954 1
-04/06/95--01049--014
***285.00 ***285.00

1. Darn Properties, L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ 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 checked="" 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

Acorg

W95-7053

RA Name, 1127

3-31

Examiner's Initials

KAN



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 31, 1995

TERESA ROMAN/FILINGS, INC.
2805 LITTLE DEAL ROAD
TALLAHASSEE, FL 32308

SUBJECT: DORN PROPERTIES, L.C.
Ref. Number: W95000007053

We have received your document for DORN PROPERTIES, L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

Please provide the name and position of the person signing on behalf of the corporate registered agent.

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.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 195A00014688

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 31 PM 3:12

ARTICLES OF ORGANIZATION

FOR

DORN PROPERTIES, L.C.

A Florida Limited Liability Company
(FS Section 608.401)

The undersigned, hereby certify that we have associated ourselves together for the purpose of forming a limited liability Company under the laws of the State of Florida pursuant to Fla. Stat. 608.401 entitled the Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We do hereby adopt the following Articles as the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be **DORN PROPERTIES, L.C.**, and its principal place of business shall be in the City of Boca Raton, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

DURATION

The period of this Company's duration shall be not more than 30 years, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of

any other event which terminates the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE III

PURPOSES AND POWERS

The nature of the business or businesses to be transacted and which this limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida statutes
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the States of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, government, or governmental authority, or of any political or administrative

subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform and service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise

expressed, be in no way limited or restricted by reference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1000 dollars in cash or property contributed to the limited liability company by its members. A Member shall not receive out of the limited liability company property any part of his or its contribution to capital until:

- (a) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them;
- (b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded;
- (c) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the Company.

ARTICLE V

PROFITS AND LOSSES

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits. The distributive share of the profits shall be determined and paid to the members at the end of the calendar year.

All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability and the profits of the business, or, if such sources are insufficient to cover such losses, by the members as agreed to in the Bylaws of this limited liability company. Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

ARTICLE VI

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company according to company regulations. This article may be amended from time to time in the regulations of this limited liability company by a unanimous vote of the members of the limited liability company.

PHILIP ANDRE DORNACHER

5052 Blue Heron Way

Boca Raton, FL 33437

DENIS A. KLEINFELD

1 S.E. 3rd Avenue, Suite 1940

Miami, FL 33131

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is as follows:

1 Southeast 3rd Avenue, Suite 1940, City of Miami, County of Palm Beach, State of Florida, and the name of its initial registered agent is **KLEINFELD & SPIVACK, P.A.**

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company. Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of members, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

Transferability or assignment of a Member's interest must be in accord with the Operating Agreement. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XI

AMENDMENT OF REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of this Company shall be vested in the Member(s) of the Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulation made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

Informal action by members may be taken without a meeting if consent in writing setting forth the action so taken is signed by all Members who would be entitled to vote on such action at a meeting and is filed with the Manager(s) of the Company as part of its records.

ARTICLE XII

AMENDMENT OF ARTICLES OF ORGANIZATION

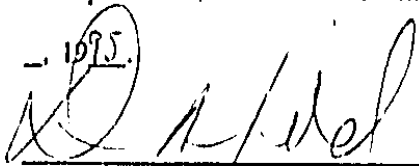
Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

EXECUTION

The undersigned, being the initial managers of this limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of DORN PROPERTIES, L.C.

IN WITNESS WHEREOF, for the purposes of forming this limited liability company under the laws of the State of Florida, we, the undersigned, constituting the initial incorporators, have executed these Articles of Organization this 29 day of March

1995


DENIS A. KLEINFELD, initial organizer

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID LIMITED LIABILITY COMPANY.

KLEINFELD & SPIVACK, P.A., Registered Agent

By:


Print Name:

Authorized Representative

The State of Florida }
 } ss:
County of Dade }

I hereby certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared DENIS A. KLEINFELD, known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

Witness my hand and official seal in the above-mentioned county and state this 29 day of March 1995

ANA E. BRITO
Notary Public, State of Florida
My Comm. expires Feb 14, 1997
No. CC259204

My Commission expires on Feb 14, 1997

[Seal]



ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at:
1496 E. 62nd Street, #501, Lot 51 Sanctuary, City of Boca Raton, County of Palm Beach,
State of Florida.

ARTICLE VIII

MANAGEMENT

This limited liability company will be initially managed by the persons stated below until the first meeting of the members when successors are elected and qualify according to the Operating Agreement entered into between the members. The Manager (or Managers) who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the regulations of the Company. Such Manager(s) shall also hold the offices and have the responsibilities accorded to them by the Members and more particularly described in the Operating Agreement entered into between the Members of such Manager(s).

The name(s) and address(es) of the Member(s) is/are as follows:

Name

Address

MIRJAM DORNACHER

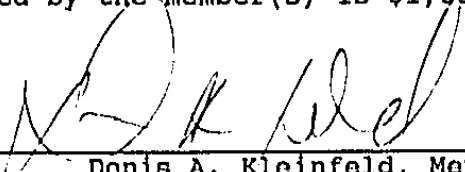
5052 Blue Heron Way

Boca Raton, FL 33437

AFFADAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of DORN PROPERTIES, L.C. deposes and says:


- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$1,000. and property to be contributed is \$0.00.
- 3) the total amount of cash or property anticipated to be contributed by the member(s) is \$1,000.



Donis A. Kleinfeld, Member

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

FILED
96 JUN 18 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morfitt 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 # L9500000261 Dorn Estates, L.C. 5052 Blue Heron Way Boca Raton, FL 33431		1a. Principal Place of Business Address	
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 03/31/96 4. FET Number 65-0577967 5. Date of Last Report	
2a. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		3a. State of Formation <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent Mirjam Dornacher 5052 Blue Heron Way Boca Raton, FL 33431		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL	
9. Pursuant to the provisions of Sections 608.416 and 608.509, 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 <u>Mirjam Dornacher</u> DATE <u>6/12/96</u> <small>(If Registered Agent Accepting Appointment) (NOTE: Registered Agent Signature Required when no change)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MBR	Mirjam Dornacher	5052 Blue Heron Way	Boca Raton, FL 33431
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: <u>Mirjam Dornacher</u> DATE <u>6/12/96</u> (407) 347-0159 <small>SECRETARY OF STATE (PRINT NAME OF SECRETARY OF STATE OR MEMBER OR MANAGER)</small>			