

# L95000000 288

**CORPORATE  
ACCESS,  
INC.**

1116 D Thomasville Road  
Mount Vernon Square  
Tallahassee, Florida 32303  
(904) 222-2666  
(904) 222-1666 (Fax)  
(800) 969-1666

**GLINDA P. BENNETT**  
Personal Representative

OFFICE USE ONLY

FILED  
95 APR 13 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):**

1. Standing Springs Development, L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #) 2000001456417
3. \_\_\_\_\_  
(Corporation Name) (Document #) -04/14/95--01022--021  
\*\*\*\*337.50 \*\*\*\*337.50
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 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

NANCY HENDRICKS APR 13 1995

ARTICLES OF ORGANIZATION  
of  
STANDING SPRINGS DEVELOPMENT, L.C.<sup>95</sup>

FILED

APR 13 AM 10:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned initial member of STANDING SPRINGS DEVELOPMENT, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

STANDING SPRINGS DEVELOPMENT, L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing hereof and shall continue until December 31, 2045, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

901 Ponce de Leon Blvd., Suite 600  
Coral Gables, Florida 33134

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

901 Ponce de Leon Blvd., Suite 600  
Coral Gables, Florida 33134

## **ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

KTG&S Registered Agent Corporation  
1401 Brickell Avenue  
Suite 700  
Miami, Florida 33131

## **ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

## **ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the unanimous consent of all of the members of the Company,

provided such assignment and admission of such assignee as a member complies with the other terms and conditions of the Regulations of the Company.

#### **ARTICLE VIII. DISSOLUTION OF COMPANY**

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the members unanimously consent to continue the Company.

#### **ARTICLE IX. MANAGERS**

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the initial organizational meeting of the members or until his successor is elected and qualified.

Florida Real Estate General Partnership  
901 Ponce de Leon Blvd., Suite 600  
Coral Gables, Florida 33134

#### **ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

#### **ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

## ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 11<sup>th</sup> day of April, 1995.

INITIAL MEMBER:  
KTG&S Registered Agent Corporation

By: Marc H. Chamberlain  
Its: President

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of Standing Springs Development, L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S Registered Agent Corporation

By: Mrs. Cheryl  
Its: President

Dated: April 11, 1995

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95 APR 13 11:10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial member of Standing Springs Development, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$100,000

4. There have been no contributions to the Company made by the members other than cash contributions.

#### FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer and authorized representative of the initial member of the Company, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

DATED: April 11, 1995

**INITIAL MEMBER:**  
**KTG&S Registered Agent Corporation**

By: Marc H. Overback  
Its: President

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Thomas O. Wells, Esq.  
Sparber, Kosnitzky, et. al.  
Florida Bar # 0785148  
1401 Brickell Ave, Ste 700  
Miami, FL 33131  
(305) 379-7200

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

<b>L9500000288</b>		<b>FILED</b> 96 FEB 29 PM 2:16 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> \$ 238.75		Annual Report \$100.00 + \$138.78 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
<b>1. Name and Mailing Address of Limited Liability Company</b> <b>DOCUMENT #1.95000000288</b>  STANDING SPRINGS DEVELOPMENT, L.C. 901 PONCE DE LEON BLVD. SUITE 600 CORAL GABLES FL 33134		<b>1a. Principal Place of Business Address</b>  901 PONCE DE LEON BLVD. SUITE 600 CORAL GABLES FL 33134	
<small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a</small>		<b>3. Date Organized or Qualified</b> 04/13/1995	
<b>2. Principal Place of Business</b>  Suite, Apt. #, etc.  City & State  Zip Country		<b>3a. State of Formation</b> FL  <b>4. FEI Number</b>  <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
<b>2a. Mailing Address</b>  Suite, Apt. #, etc.  City & State  Zip Country		<b>5. Date of Last Report</b>  <b>6. Certificate of Status Desired</b> <input type="checkbox"/> Additional Fee Required	
<b>7. Name and Address of Current Registered Agent</b>  KTG&S REGISTERED AGE, NT CORPORATION 1401 BRICKELL AVE. SUITE 700 MIAMI FL 33131		<b>8. Name and Address of New Registered Agent</b>  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City FL Zip Code	
<b>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</b>			
<b>SIGNATURE</b> _____ <b>DATE</b> _____ <small>(Registered Agent Accepting Appointment) (Signature of Agent's principal employer when certifying)</small>			
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>	<b>City, State and Zip Code</b>
MGR	FLORIDA REAL ESTATE ,	901 PONCE DE LEON BLVD., #	CORAL GABLES FL  900001732808 -03/05/96--01098--019 ***238.75 ***238.75  3/1/96 a
<b>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</b>			
<b>SIGNATURE:</b> _____ <i>Mila Verdega</i> <b>7/8/96</b> <b>305 4456171</b> <small>Signature must be typed or printed in full name of member, manager, receiver or trustee</small>			