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95 JUN

DIVISION OF CORPORATION

CSC networks
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ACCOUNT NO. 1100000032

REFERENCE : 628165 03810A

AUTHORIZATION : Patricia Poynt

COST LIMIT : 9 305.00

ORDER DATE : June 28, 1995

ORDER TIME : 11:40 AM

ORDER NO. : 628165

CUSTOMER NO: 03810A

500001526105

CUSTOMER: Jeffrey Feinberg, Esq
FEINBERG & MAIDENBAUM

Suite 300
4651 Sheridan Street
Hollywood, FL 33021

DOMESTIC FILING

NAME: CASA VALENCIA REAL ESTATE
MANAGEMENT LIMITED COMPANY

☐ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☒ LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

JUN 29 1995

T. BROWN JUL 11 1995

~~11/15/95~~

~~11/15/95~~

FILED
95 JUN 29 PM 12:34
BSB
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 29, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CASA VALENCIA REAL ESTATE MANAGEMENT LIMITED
COMPANY
Ref. Number: W95000013258

We have received your document for CASA VALENCIA REAL ESTATE MANAGEMENT LIMITED COMPANY and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

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.

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) 437-6925.

Brenda Baker
Corporate Specialist

Letter Number: 495A00031914

ARTICLES OF ORGANIZATION OF CASA VALENCIA REAL
ESTATE MANAGEMENT LIMITED COMPANY

FILED
95 JUN 29 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be 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 CASA VALENCIA REAL ESTATE MANAGEMENT LIMITED COMPANY, and its principal place of business shall be in the City of Lauderhill, County of Broward, 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

MEMBERS

The names of the initial two (2) members of the limited liability company are:

ABRAHAM KAHAN and SARA KAHAN, husband and wife
4400 N.W. 21st Street
Lauderhill, FL 33133

CHARLES NEISS
4400 N.W. 21st Street
Lauderhill, FL 33133

CHARLES NEISS shall have a 50% interest in the limited liability company and ABRAHAM KAHAN and SARA KAHAN shall hold the other 50% interest in the limited liability company.

ARTICLE III

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the 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 State 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 of 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 any 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 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 contained 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 to or inference 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 \$1,000 cash shall be paid to the limited liability company by both members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE V

PROFITS AND LOSSES

(a) **Sharing of Profits.** 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 an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being July 1, 1995.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

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. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VII

DURATION

This limited liability company shall exist until July 1, 2025, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 4400 N.W. 21st Street, in the City of Lauderdale, County of Broward, State of Florida.

ARTICLE IX

MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve as such until the first annual meeting of members or until a successor is elected is ABRAHAM KAHAN, whose post office address is 4400 N.W. 21st Street, Lauderdale, FL 33133.

ARTICLE X

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 4651 Sheridan Street, Suite 300, Hollywood, FL 33021, County of Broward, State of Florida and the name of its initial registered agent at such address is JEFFREY FEINBERG, ESQUIRE.

ARTICLE XI

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, 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.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of CASA VALENCIA REAL ESTATE MANAGEMENT LIMITED COMPANY.

Executed by the undersigned at Hollywood, Florida, on June 26, 1995.


JEFFREY FEINBERG
Authorized Representative

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Jeffrey Feinberg to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 27th day of June, 1995.


NOTARY PUBLIC

My Commission Expires:



AFFIDAVIT

STATE OF FLORIDA)

COUNTY OF BROWARD)

Before the undersigned, an officer duly commissioned by the Laws of the State of Florida, on this 5th day of July, 1995, personally appeared JEFFREY FEINBERG, who having been first duly sworn deposes and says:

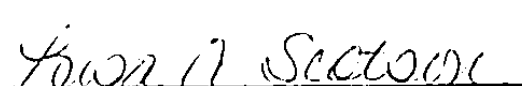
1. That he is an authorized representative of Casa Valencia Real Estate Management Limited Company.
2. That Casa Valencia Real Estate Management Limited Company consists of two (2) members: ABRAHAM KAIHAN AND SARA KAIHAN (as to a 50% interest) and CHARLES NEISS (as to a 50% interest).
3. That the actual amount of the initial cash contribution is \$1,000 each from both members.
4. That the agreed value of any property other than cash contributed is \$5,000.00.
5. That the total amount of cash or property anticipated to be contributed by the members is \$6,000.00.

CASA VALENCIA REAL ESTATE MANAGEMENT
LIMITED COMPANY

By: 

JEFFREY FEINBERG, Authorized Representative

SWORN TO AND SUBSCRIBED BEFORE ME, this 5th day of July, 1995.


Notary Public

My Commission Expires:



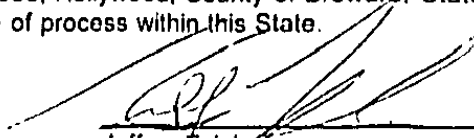
DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF ORGANIZATION AND MADE A PART THEREOF)

FILED
95 JUN 29 PM 12:34
SECRETARY OF STATE

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Organization of said corporation, to which this document is attached:

THAT, The name of this limited liability company is CASA VALENCIA REAL ESTATE MANAGEMENT LIMITED COMPANY, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization in the City of Hollywood, County of Broward, State of Florida, has named Jeffrey Feinberg, Esquire, located at 4651 Sheridan Street, Suite 300, Hollywood, County of Broward, State of Florida, as its Registered Agent to accept service of process within this State.



Jeffrey Feinberg
Resident Agent

789, 663, 671

♦ **FEINBERG & MAIDENBAUM**

ATTORNEYS AT LAW

JEFFREY FEINBERG, P.A. • † ‡
ADRIENNE MAIDENBAUM, P.A. • •
ANGELA P. MILLER • • •

Broward (305) 962-8889
Dade (305) 948-6332
Boca Raton (305) 946-7666
Facsimile (305) 966-6259

Emerald Hills Executive Plaza Two
4651 Sheridan Street, Suite 300
Hollywood, Florida 33021

• ALSO ADMITTED TO PRACTICE
IN PENNSYLVANIA

Miami Office:
9700 South Dixie Highway, Suite 1030
Miami, Florida 33156

• • ALSO ADMITTED TO PRACTICE
IN NEW YORK

September 18, 1995
Please Reply to Hollywood

† Board Certified Real Estate Lawyer
‡ Designated- Corporation & Business Law

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Louise

Re: Casa Valencia Real Estate Management Limited Company

Dear Louise:

Pursuant to our telephone conversation of this date, enclosed please find our check in the amount of \$52.50, which represents payment for a certified copy of the Articles of Organization and Certificate of Amendment we have sent you for filing. Please send these two certified copies to me via overnight delivery in the Airborne Express envelope previously provided to you with the filing of the Certificate of Amendment.

Please call me if there is any problem whatsoever, as I must have these documents back in our office no later Wednesday, September 20, 1995.

Thank you in advance for your cooperation and prompt attention to this matter.

Very truly yours,



LISA SCOTSON
Paralegal to Jeffrey Feinberg

/s/
Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED

1995 SEP 15 AM 10:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 8, 1995

Reinberg & Maidenbaum
4651 Sheridan St., Suite 300
Hollywood, FL 33021

SUBJECT: CASA VALENCIA REAL ESTATE MANAGEMENT LIMITED
COMPANY
Ref. Number: L95000000532

We have received your document for CASA VALENCIA REAL ESTATE MANAGEMENT LIMITED COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 295A00041595

FILED

CERTIFICATE OF AMENDMENT 1995 SEP 15 AM 10:27
TO
ARTICLES OF ORGANIZATION SECRETARY OF STATE
OF TALLAHASSEE, FLORIDA

CASA VALENCIA REAL ESTATE MANAGEMENT LIMITED COMPANY

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was June 29, 1995

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Article III is hereby modified to add the following paragraph:

Notwithstanding anything contained herein to the contrary, the limited liability company shall be a single purpose entity that is authorized solely to own that certain real property known as Casa Valencia Apartments, located at 4400 N.W. 21st Street, Lauderhill, Florida, and to engage in activities related to said property, including any activities set forth, contemplated or limited by any loan documents which it may execute in connection with the Casa Valencia Apartments.

Dated August 28, 19 95.



Signature of a member or authorized representative of a member

JEFFREY FEINBERG, Authorized Representative



Typed or printed name of person signing

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

APPROVED
AND
FILED

55 JUN -1 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Mathwar 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 #L95000000532 CASA VALENCIA REAL ESTATE MANAGEMENT LIMITED COMPANY 4400 N.W. 21ST STREET LAUDERHILL, FL		1a. Principal Place of Business Address 4400 N.W. 21ST STREET LAUDERHILL FL	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 06/29/1995 4. FET Number 65-0619245 5. Date of Last Report	
2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3a. State of Formation FL <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired <input type="checkbox"/> AS Is Additional Fee Required	
7. Name and Address of Current Registered Agent FEINBERG, JEFFREY ESQ. 4651 SHERIDAN STREET SUITE 300 HOLLYWOOD FL 33021 <i>4000 Hollywood Blvd SUITE 350 -N Hollywood, FL 33021</i> New Address		8. Name and Address of New Registered Agent Name SAME Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
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			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (Registered Agent signature required when terminating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	KAHAN, ABRAHAM	4400 N.W. 21ST STREET	LAUDERHILL FL
MEM	KAHAN, SARA	4400 N.W. 21ST STREET	LAUDERHILL FL
MEM	NEISS, CHARLES	4400 N.W. 21ST STREET	LAUDERHILL FL
200001816302 -05/10/96--01023--018 ****238.75 ****238.75			
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: 		Date _____ Daytime Phone # _____	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER			