

1221 HAYS STREET  
TALLAHASSEE, FL 32301  
904-224-1111  
FAX 904-224-1112

800-342-8086



1950000837

ACCOUNT : 072100000032

REFERENCE : 721488 4656A

AUTHORIZATION : Patricia Poyt

COST LIMIT : 9 295.00 337.50 + 8.75

FILE 3RD

ORDER DATE : October 31, 1995

ORDER TIME : 2:20 PM

500001624535

ORDER NO. : 721488

CUSTOMER NO: 4656A

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

FILED  
95 OCT 31 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NAME: FLORIDA SHELF GP # 3, L.C.

XXX ARTICLES OF ORGANIZATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

T. BROWN NOV - 2 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 31, 1995

*Backdate*

*RESUB*

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA SHELF GP #3, L.C.  
Ref. Number: W95000021653

We have received your document for FLORIDA SHELF GP #3, L.C.. However, the document has not been filed and is being returned for the following:

The document must include original signatures.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 995A00048777

*File 7<sup>st</sup>*



**ARTICLE VI - Members Rights to Continue Business**

The right, if given, of the remaining members of the Company to continue the business in the event of the termination of the Company due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining or surviving members may continue in the business of the Company provided that not less than a majority of the ownership interests agree to do so in writing.

**ARTICLE VI - Registered Agent and Office**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is **Corporation Service Company**.

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of FLORIDA SHELF GP #3, L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415 or §608.507.

CORPORATION SERVICE COMPANY,  
Registered Agent

By: Karla E. Dwyer  
Its: AGENT

Dated: 11-1, 1995.

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FLORIDA SHELF GP #3, L.C. deposes and says:

1. the above named Company has at least two members;
2. the total amount of cash contributed by the members is \$ 200<sup>00</sup>;
3. if any, the agreed value of property other than cash contributed by members is: \$ - 0 -.
4. the total amount of cash or property anticipated to be contributed by members is \$ 200.00. This total includes amount from 2 and 3 above.

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member

(In accordance with §606.406(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

L950000000837  
FILED

95 OCT 31 AM 9:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 721488 4656A

AUTHORIZATION : Patricia Pij

COST LIMIT : \$ 52.50

ORDER DATE : October 31, 1995

ORDER TIME : 1:43 PM

ORDER NO. : 721488

CUSTOMER NO: 4656A

900001626039

CUSTOMER: Esther J. Forbes, Legal Asst  
Greenberg Traurig Hoffman  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

105.00  
per Harry Davis

AMENDMENT-FILING-----)))))))))) (H(=5MQX

NAME: FLORIDA SHELF GP # 3, L.C.

File 2<sup>nd</sup>

3-XXX ARTICLES OF AMENDMENT  
\_\_\_\_ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
~~XXX~~ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

N. HENDRICKS NOV - 2 1995

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

**FILED**

95 OCT 31 AM 9:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT  
TO THE  
ARTICLES OF ORGANIZATION  
OF  
FLORIDA SHELF GP #3, L.C.**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned company adopts the following Certificate of Amendment to its Articles of Organization:

1. The name of this company is FLORIDA SHELF GP #3, L.C. (hereinafter called the "Company").
2. The Articles of Organization of the Company were filed on October 31, 1995.
3. Article I of the Company's Articles of Organization is deleted and replaced by new Article I, as follows:

**"ARTICLE I - NAME**

The name of the Limited Liability Company is **LEE'S CROSSING-DELRAY BEACH GP, L.C.**

3. Except as hereby amended, the Articles of Organization of the Company shall remain the same.
5. The amendment made herein to the Articles of Organization of the Company was adopted by the unanimous consent of the members of the Company on the date of this Certificate of Amendment.

**IN WITNESS WHEREOF**, the undersigned Managing Member of the Company has executed this Certificate of Amendment, this 31<sup>st</sup> day of October, 1995.

**HEARTHSTONE ADVISORS, INC.,** a California corporation, Managing Member

  
JAMES Z. PUGASH, President

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

APPROVED  
AND  
FILED

25 JUN -5 AM 10:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
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 # L95000000837**

LEE'S CROSSING-DELRAY BEACH GP, L.C.  
7380 SAND LAKE ROAD  
SUITE 560  
ORLANDO FL 32819

1a. Principal Place of Business Address  
7380 SAND LAKE ROAD  
SUITE 560  
ORLANDO FL 32819

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2 Principal Place of Business  
7575 Dr. Phillips Blvd  
Suite, Apt. #, etc.  
Suite 230  
City & State  
Orlando, CA  
Zip  
32819 Country  
USA

2a. Mailing Address  
7575 Dr. Phillips Blvd.  
Suite, Apt. #, etc.  
Suite 230  
City & State  
Orlando, CA  
Zip  
32819 Country  
USA

3. Date Organized or Qualified  
10/31/1995

3a. State of Formation  
FL

4. FEI Number  
95-4550964

☐ Applied For  
☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐ Certificate of Status Desired

7. Name and Address of Current Registered Agent

CORPORATION SERVICE, COMPANY  
1201 HAYS STREET  
TALLAHASSEE FL 32301

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

800001859868  
-06/12/96--01066--00  
\*\*\*\*\*238.75 \*\*\*\*\*238.75  
FL

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

N/A

DATE

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	HEARTHSTONE ADVISORS,	16830 VENTURA BLVD., SUITE  HEARTHSTONE Received  FEB 05 1996  ADVISING	ENCINO CA  800001859868 -06/12/96--01066--002 *****25.00 *****25.00

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

5/29/96 415-249-1500  
Date Daytime Phone

AD