

L95000000978

LAW OFFICE OF  
TRACEY A. SKINNER

RIVIERA PROFESSIONAL BUILDING  
SUITE 305  
4675 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 666-5222  
FACSIMILE (305) 667-0206

December 11, 1995

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399


Re: Royal Apartments Holdings, LC

Dear Sir or Madam:

Enclosed please find Articles of Organization of Royal Apartments, Holdings, LC together with a separate Certificate of Designation of Registered Office and Agent. Additionally, enclosed is check in the amount of \$293.75 representing the filing fee of \$250.00, the Registered Agent fee of \$35.00 and Certificate of Status fee of \$8.75.

It would be appreciated if you would cause the Articles to be filed and furnish a stamped copy to me in the envelope provided indicating that the filing has been accomplished.

Very truly yours,

  
Tracey A. Skinner

Via Federal Express

TAS/kdj  
Enclosure:

9000001660989  
-12/13/95--D1066--001  
\*\*\*\*293.75 \*\*\*\*293.75

1-COS

B. REGISTER DEC 14 1995

789, 1127, 707, 671

W95-24379

FILED  
95 DEC 20 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 14, 1995

TRACEY A SKINNER, ESQUIRE  
4675 PONCE DE LEON BLVD  
SUITE 305  
CORAL GABLES, FL 33146

SUBJECT: ROYAL APARTMENTS HOLDINGS, LC  
Ref. Number: W95000024379

We have received your document for ROYAL APARTMENTS HOLDINGS, LC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

We are enclosing the proper form(s) with instructions for your convenience.

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: 895A00054107

LAW OFFICE OF  
TRACEY A. SKINNER

RIVIERA PROFESSIONAL BUILDING  
SUITE 305  
4675 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 666-5222  
FACSIMILE (305) 667-0206

December 19, 1995

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Attention: Ms. Beth Register, Supervisor

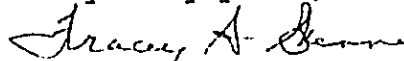
Re: Royal Apartments Holdings, L.C.  
Ref. Number W95000024379

Dear Ms. Register:

Pursuant to your letter of December 14, 1995 (copy enclosed for ease of reference) I enclose Affidavit of Membership and Contributions signed by a member of the captioned. I also return the Articles of Organization of Royal Apartments Holdings, L.C.

It would be appreciated if you would call me collect to advise when the Articles have been filed. Thanks for your assistance on this matter.

Very truly yours,

  
Tracey A. Skinner

TAS/mdz  
enclosures

VIA FEDERAL EXPRESS

ARTICLES OF ORGANIZATION  
OF  
ROYAL APARTMENTS HOLDINGS L.C.

FILED

95 DEC 20 PM 2:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PREAMBLE

The undersigned hereby adopt these Articles of Organization for the purpose of forming a Limited Liability Company under The Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes).

ARTICLE I  
NAME

The name of this Limited Liability Company is:

ROYAL APARTMENTS HOLDINGS, L.C.

ARTICLE II  
DURATION - DISSOLUTION

The Company shall commence on the date of the filing of these Articles of Organization with the Florida Department of State and shall continue until the first to occur: (1) December 31, 2024; or (2) dissolution pursuant to the provisions of the Florida Limited Liability Law or the Regulations of the Company; or (3) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or any other event which terminates the continued membership of a Member in the Company, unless the business of the Company shall be continued upon written consent of a majority of the remaining Members.

ARTICLE III  
PURPOSE

The purpose and business of the Company shall be to own, operate and/or develop single and/or multifamily residences or apartment buildings in the State of Florida. In addition to the foregoing, the Company may engage in any activity permitted under the laws of the State of Florida.

ARTICLE IV  
ADDRESS OF OFFICE AND AGENT

4.1 Place of Business. The initial business address of the Company is: 11767 South Dixie Highway, Suite 106, Miami, Florida, 33156, or such other place or places as the Members may designate from time to time.

4.2 Registered Agent. The initial Registered Agent of the Company is: Tracey A. Skinner, 4675 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33146.

ARTICLE V  
MEMBERSHIP

5.1 Election. New Members may be admitted only upon the unanimous written consent of the Initial Members and in accordance with these Articles of Organization, the Regulations of the Company and upon such other terms and conditions as shall be determined by all Members.

5.2 Transfer-Assignment. Membership in the Company may be transferred or assigned only upon the unanimous written approval of the Members. In the absence of such unanimous written approval, the transferee of the interest of any Member shall not become a Member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and the return of contributions to which that transferor Member would be entitled. Provided, upon the approval of the Members, provision can be made for transfer or assignment in an operating agreement.

5.3 Limited Liability. No Member or agent of the Company shall be liable under a judgment or decree, or order of a court, or in any other manner for a debt, obligation, or liability of the Company.

5.4 Indemnification. The Company shall indemnify any present or former Member, agent, or manager exercising powers or duties of a Member, to the full extent now or hereafter permitted by Law.

ARTICLE VI

CAPITAL

6.1 Initial Capital. The initial capital of the Company shall be Two Thousand (\$2,000) Dollars or property not exceeding Two Thousand (\$2,000) Dollars contributed by the initial Members.

6.2 Additional Capital. Additional contributions to the capital of the Company shall be made upon an "as needed" basis as determined by the Members, and shall be made by the Members according to their participation or as may otherwise be agreed among them.

ARTICLE VII  
DISTRIBUTIONS

Each Member shall share in net profits or losses from the operation of the business of the Company, and in the distribution of the property of the Company in the same proportions as that

of the property of the Company in the same proportions as that Members' participation as may be adjusted from time to time by reason of additional investments, or as may be agreed in the Regulations of the Company.

#### **ARTICLE VIII** **ASSETS**

8.1 Title. Real or personal property owned or purchased by the Company shall be held and owned, and conveyance shall be made, in the name of the Company.

8.2 Conveyance. Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Company shall be valid and binding upon the Company, if they are executed by the Members or by an agent or manager duly appointed pursuant to these Articles of Organization and the Regulations of the Company.

#### **ARTICLE IX** **MANAGEMENT**

9.1 Powers. The management of the Company shall be vested in the Members in proportion to their Participation. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the Members pursuant to the specific rules regarding rights and duties of Members enumerated in these Articles of Organization and the Regulations of the Company.

9.2 Agent or Manager. Members may appoint one or more individuals or entities as limited agent(s) or manager(s) to facilitate the business of the Company. Such agent(s) or manager(s) shall act pursuant to specific revocable written instruction of limited duration. The name and address of the initial Manager of the Company shall be Gaston Campano, 11767 South Dixie Highway, Suite 106, Miami, Florida 33156. 33156.

9.3 Vote. Decisions on all matters shall be by majority vote of the Members unless specified to the contrary herein or in the Regulations of the Company. The vote of each Member as set forth herein or in the Regulations of the Company shall be in proportion to the Participation of the Member.

#### **ARTICLE X** **REGULATIONS**

At the first meeting of the Members after the execution of these Articles of Organization the Members shall adopt Regulations containing provisions for the regulation and management of the

affairs of the Company, not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members.

#### ARTICLE XI AMENDMENT

These Articles of Organization, except with respect to the vested rights of the Members which shall require unanimous vote, may be amended at any time by vote of a majority of the Members. These Articles of Organization shall be amended when:

- (1) there is a change in the name of the Company or in the amount or character of the contributions to capital;
- (2) there is a change in the character of the business of the Company;
- (3) there is a false or erroneous statement in these Articles of Organization;
- (4) there is a change in the time of dissolution of the Company as stated in these Articles of Organization;
- (5) the Members desire to make a change in any other statement in the Articles of Organization in order for it to accurately represent the agreement between them.

Any amendment shall be signed and sworn to by all Members and an amendment adding a new Member shall be signed by the Member to be added. As a condition of membership all Members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles of Organization.

#### ARTICLE XII NOTICE

All notices to the Members pursuant to these Articles of Organization shall be in writing delivered in person or, by certified mail, return receipt requested, or by telegram, facsimile or other electronic transmission to such address as may be given in writing by said Member.

IN WITNESS WHEREOF the undersigned, as Organizers hereby execute these Articles of Organization this 12 day of December, 1995.



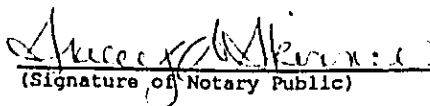
Gaston Campano, Organizer



Lisa A. Campano, Organizer

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 12<sup>th</sup>  
day of December, 1995, by GASTON CAMPANO, who is personally known  
to me or have produced 2 as  
identification and who did not take an oath.

  
(Signature of Notary Public)

(Printed Name of Notary Public)

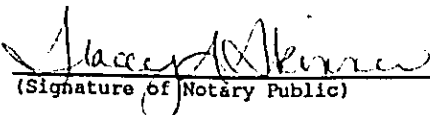
Notary Public State of Florida  
My Commission Expires:



TRACEY A SKINNER  
My Commission CC355188  
Expires Mar. 13, 1998  
Bonded by HAI  
800-422-1555

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 12<sup>th</sup>  
day of December, 1995, by LISA A. CAMPANO, who is personally known  
to me or have produced \_\_\_\_\_ as  
identification and who did not take an oath.

  
(Signature of Notary Public)

(Printed Name of Notary Public)

Notary Public State of Florida  
My Commission Expires:



TRACEY A SKINNER  
My Commission CC355188  
Expires Mar. 13, 1998  
Bonded by HAI  
800-422-1555



ROYAL APARTMENTS HOLDING, L.C.  
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

The undersigned having been named Registered Agent to accept service of process for the above stated ROYAL APARTMENTS HOLDINGS L.C. at the place designated in this Certificate, the undersigned, Tracey A. Skinner, does hereby accept to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATED: December 12, 1995.

  
Tracey A. Skinner  
Registered Agent


FILED  
95 DEC 20 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
95 DEC 20 PH 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ROYAL  
APARTMENTS HOLDINGS, 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 \$ 2,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$                      . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 2,000.00 . This total includes amounts from 2 and 3 above.

  
Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)