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ACCOUNT : 072100000032

REFERENCE : 802318 81432A

AUTHORIZATION :

COST LIMIT : • PREPAID

ORDER DATE : January 15, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 802318

CUSTOMER NO: 81432A

CUSTOMER: James L. Karl, II, Esq  
KARL, JAMES & ASSOCIATES

975 N. Collier Boulevard  
Marco Island, FL 33937

DOMESTIC FILING

NAME: HERITAGE SQUARE REAL ESTATE,  
LLC

XXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

800001682558  
-01/19/96--01001--001  
\*\*\*285.00 \*\*\*285.00

RECEIVED  
96 JAN 16 AM 8:32  
DIVISION OF CORPORATION

FILED  
96 JAN 16 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN 16 1996

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY

FILED  
JUN 16 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

ARTICLE I - Name:

The name of the Limited Liability Company is:

Heritage Square Real Estate LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

701 Cricket Lake Drive  
Naples, FL 33962

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

perpetual

ARTICLE IV - Management:

*(check and complete the appropriate statement)*

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/ are:

Josef Magdalener and Louisa Magdalener, husband and wife.

Otto Schmalz and Amanda Schmals, husband and wife.

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

none

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

The right, if given, of the remaining members of the limited liability company to continue the business on the 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 limited liability company shall be:

Shall be allowed with the appropriate percentage of profit paid to the estate or beneficiaries of the deceased member, which right may be further elaborated in the minutes of the company.

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of \_\_\_\_\_

Heritage Square Real Estate LLC 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 \$ 500,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0. 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 \$ 500,000.00. 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.)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
96 JAN 16 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: \_\_\_\_\_

Heritage Square Real Estate LLC

2. The name and address of the registered agent and office is:

Josef Magdalener

(Name)

701 Cricket Lake Drive

(P.O. Box not acceptable)

Naples, FL 33962

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Jose Magdalener

(Signature)

1/12/96

(Date)

**FILING FEE: \$ 35 for Designation of Registered Agent**