

APR 17 1996 04:10PM DEBMAN WOLFE RENNER

P.1

TO: DEBMAN WOLFE RENNER  
P.A. DEPARTMENT OF REVENUE  
3500

FROM: DEBMAN WOLFE & RENNER  
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((H96000005441))) DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: PALM RESORT PARTNERSHIP, L.C.

FAX AUDIT NUMBER: H96000005441

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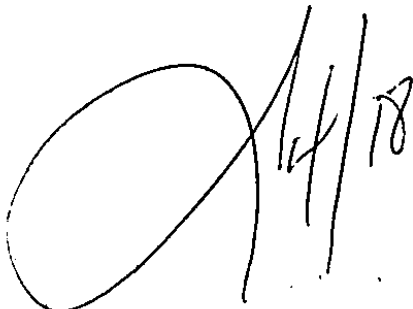
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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**ARTICLES OF ORGANIZATION  
OF  
PALM RESORT PARTNERSHIP, L.C.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

**Article I**

**Name**

The name of the limited liability company is **PALM RESORT PARTNERSHIP, L.C.**

**Article II**

**Duration**

This company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida and shall have perpetual life, unless terminated by the members.

**Article III**

**Nature of Business**

This company is organized for the purpose of transacting any or all lawful business.

**Article IV**

**Initial Registered Office and Agent**

The street address of the initial registered office of this company is Suite 3500 - International Place, 100 Southeast Second Street, Miami, Florida 33131-2130, and the name of the initial registered agent of this company at that address is Leon J. Wolfe.

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#### **Article IV**

##### **Share Certificates and Contributions**

(a) **Share Certificates.** Each member's interest in the company shall be evidenced by a share certificate.

(b) **Total Initial Contributions:**

Cash Contributions: \$200.00

(c) **Future Required Contributions:** \$200.00

#### **Article V**

##### **Addition of New Members**

No additional members shall be admitted without the unanimous consent of all members.

#### **Article VII**

##### **Continuation on Death, Retirement, Etc. of Members**

Upon 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 company, the company shall terminate. Notwithstanding the occurrence of any foregoing event of termination, the remaining members may agree to continue the business of the company without limitation. Such agreement shall not result in termination of the company by reason of the event of termination.

#### **Article VIII**

##### **Management**

(a) **Number.** This company shall initially be managed by three (3) managers. The number of managers may be increased or diminished from time to time by the unanimous vote of the members. The managers hereby appointed by the members shall serve until the first annual meeting of the members, or until their successors are elected and qualify.

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(b) Initial Managers. The names and street addresses of the initial managers of the company are:

<u>Names</u>	<u>Street Addresses</u>
Anthony A. Rollo	1111 Lincoln Road, Suite 810 Miami Beach, Florida 33139
Otis Warren, Jr.	1111 Lincoln Road, Suite 810 Miami Beach, Florida 33139
Paul Travis	1111 Lincoln Road, Suite 810 Miami Beach, Florida 33139

Article IX

Organizers

The names and street addresses of the organizers of this company are:

Leon J. Wolfe, as authorized representative of a member	Berman Wolfe & Rennert, P.A. 100 S.E. Second Street, Suite 3500 Miami, Florida 33131-2130
Sheila T. Lynch	Berman Wolfe & Rennert, P.A. 100 S.E. Second Street, Suite 3500 Miami, Florida 33131-2130

Article X

Amendment

This company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

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IN WITNESS WHEREOF, the organizers have executed these Articles this 17<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
Leon J. Wolfe, Organizer

  
\_\_\_\_\_  
Sheila T. Lynch, Organizer

STATE OF FLORIDA    ]  
                              ] ss:  
COUNTY OF DADE    ]

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of April, 1996, by LEON J. WOLFE and SHEILA T. LYNCH.

  
\_\_\_\_\_  
Notary Public,  
State of Florida at Large

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.081, Florida Statutes, the following is submitted:

**PALM RESORT PARTNERSHIP, L.C.**, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida, has named Leon J. Wolfe at Suite 3500 - International Place, 100 Southeast Second Street, Miami, Florida 33131-2130, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Leon J. Wolfe, Organizer

  
\_\_\_\_\_  
Sheila T. Lynch, Organizer

Dated: April 17<sup>th</sup>, 1996

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Leon J. Wolfe, Registered Agent

Dated: April 17<sup>th</sup>, 1996

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**AFFIDAVIT OF ANTHONY A. ROLLE**

STATE OF FLORIDA     )  
                              )ss:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority personally appeared **Anthony A. Rolle**,  
who being duly sworn depose and said,

1. That the limited liability company Palm Resort Partnership, L.C. has at least two members.
2. The amount of initial cash contributions is \$200.00.
3. The amount of anticipated future cash contributions shall be \$200.00.

FURTHER AFFIANT SAYETH NOT.

  
Anthony A. Rolle

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **Anthony A. Rolle** who is known to me or who produced \_\_\_\_\_ as identification.

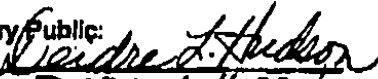
Witness my hand and official seal in the County and State aforesaid this 17<sup>th</sup> day of April, 1996.

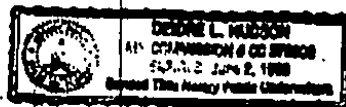
My Commission Expires:

Notary Public:

Sign:

Print:

  
DEIRDRE L. HUDSON



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96 APR 18 10 11:21  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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