

L96 000000 956

AUSLEY & STOMMELLEN

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June 26, 1996

500001877785  
-06/27/96--0101140006  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Ms. Melinda Lilliston  
Florida Department of State  
Division of Corporations  
Tallahassee, Florida

VIA HAND DELIVERY

Re: University Club Apartments of Orlando, L.C., Reference  
Number L-9600000664

Dear Ms. Lilliston:

Pursuant to our conference yesterday afternoon, I am enclosing herewith the following items for the referenced limited liability company:

1. Articles of Dissolution executed by Thomas C. Proctor; and
2. this firm's check in the amount of \$52.50, constituting the filing fee for the dissolution.

I understand that, once the referenced entity has been dissolved, we can then reactivate or reinstate the previously existing entity (Reference Number L-95000000956), which was cancelled on February 16, 1996.

If you need any additional information, please call me at 224-9115. I appreciate very much your assistance in this matter and look forward to hearing from you.

Yours truly,

*Julian Proctor, Jr.*

M. Julian Proctor, Jr.

MJP, Jr./dmw

Enclosures

cc: Thomas C. Proctor (w/out encs.)

Stephen B. Straske II (w/out encs.)

MJP\LTR\sos-uc06.26

Walk-in  
Vol. DISS.

N. HENDRICKS JUN 27 1996

**ARTICLES OF DISSOLUTION  
FOR  
A FLORIDA LIMITED LIABILITY COMPANY**

1. The name of the limited liability company is University Club Apartments of Orlando, L.C.  
(#96000000664)

2. The effective date of the limited liability company's dissolution is June 26, 1996

3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes, (copy of 608.441 on back of cover letter).

The company has fewer than two members.

4. **CHECK ONE:**

☒ All debts, obligations and liabilities of the limited liability company have been paid or discharged.  
-OR-

☐ Adequate provision has been made for the debts, obligations and liabilities pursuant to 608.4421.

5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

6. **CHECK ONE:**

☒ There are no suits pending against the company in any court.  
-OR-

☐ Adequate provision has been made for the satisfaction of any judgement, order or decree which may be entered against it in any pending suit.

Signatures of all members :

Signature

Typed or Printed name

Thomas C. Proctor

*Thomas C. Proctor*

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LAZARUS CORPORATE INDUSTRIES, INC.  
Requestor's Name

890 S.W. 87 AVENUE SUITE 16  
Address

MIAMI, FL 33174 (305) 552-5973  
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

700001947057  
-09/13/96--01042--001  
\*\*\*\*285.00 \*\*\*\*285.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CAPELAND INVESTMENTS, L.C.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other L.C.

RECEIVED  
96 SEP 10 AM 11:29  
DIVISION OF CORPORATION

285.00 F.F.

**ARTICLES OF ORGANIZATION FOR A  
FLORIDA LIMITED LIABILITY COMPANY**

**CAPELAND INVESTMENTS, L.C.**

**FILED**  
96 SEP 10 PM 2:14  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**Article I**

The name of the limited liability company is Capeland Investments, L.C.

**Article II**

The mailing address and street address of the principal office of the Limited Liability Company is 13191 SW 21 Street, Miami, FL 33175

**Article III**

The period of duration for the Limited Liability Company shall be perpetual.

**Article IV**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Ramon Santacoloma  
13191 SW 21 Street  
Miami, FL 33175

Luis Alonso  
130 Windward Circle  
P.O. Box 2797  
Breckenridge, Colorado 80424

**Article V**

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

- 1) Unanimous consent of managing partners.
- 2) \$10,000 minimum investment
- 3) 20% of the minimum investment shall be reserved for taxes, insurance, and other costs of maintaining the property.

## **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, 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 determined by a majority vote of the remaining members.

## **Article VII**

### **Goal/Purpose of Managing Partners**

- 1) To hold and resell vacant lots or otherwise vacant land acquired for expected increase in market value in approximately 2-4 years.
- 2) Will consider future possibilities of developing and building of any of the Corporation's vacant lots, to either market to resell homes or apartments, or to hold and keep as rental units if the returns warrant it.

## **Article VIII**

### **Role, Responsibility, and Authority of Managing Partners**

- 1) The managing partners will conduct constant market studies and evaluations of the subject market area. To have contacts with owners, builders, Real Estate professionals, etc. in the subject area with the intentions of being up to date and well informed in the changes that may affect property values in the subject area. They will visit subject area and conduct on-site evaluations of corporation properties or to inspect available properties as many times as deemed necessary.
- 2) Managing partners shall have full authority and be in full charge to conduct and manage operation and control of the corporation's purchase and sale and any other pertinent decisions related to the business of the corporation, including the borrowing of money and the ability to encumber any of the corporation's properties as deemed necessary.

## **Article IX**

### **. Compensation of Managing Partners**

When a gain/profit is realized by the corporation, managing partners shall first receive a 20% fee of any realized gain/profit before distribution among the shareholders based on their individual number of shares or percentage of ownership in the corporation. However, if a vacant lot owned by the corporation is developed and built, instead of the normal resale of a lot, the managing partner's share shall be 30%.

## **Article XI**

### **Operations and Records**

- 1) The managing partners shall keep shareholders informed of all the corporation's operations through written reports rendered at such intervals as managing partners deem appropriate. These intervals shall not exceed six months.
- 2) The Managing partners shall maintain proper, complete and accurate records and documents pertaining to the Corporation's business and affairs at the principal place of business of the corporation, and to permit any shareholder to inspect and copy such records and documents during reasonable business hours.

## **Article XII**

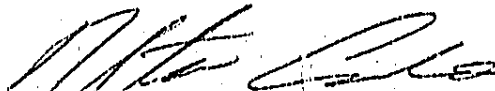
### **Corporation Operations to be at Risk of Shareholders**

The management, conduct, operation and control of the Corporation business and affairs shall be at the expense and risk of the shareholders and not at the expense and risk of the Managing Partners. The Corporation shall indemnify and hold harmless the Managing Partners from and against any and all claims, liabilities, costs and damages of every kind and character whatsoever, arising out of such Managing Partner's role in the management, conduct, operation and control of the Corporation's business and affairs, and neither the Corporation nor any such Managing Partner's shall have any liability to any other shareholder with respect to any such claims, liabilities, costs or damages, except in any case for claims, liabilities, costs or damages arising out of such Managing Partner's willful misconduct or gross negligence.

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Capeland Investments, 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 members is \$ 300,000.00
- 3) the total amount of cash or property anticipated to be contributed by its members is \$300,000. This total includes amounts from 2 above.
- 5) 20% of all contributions shall be reserved for taxes, insurance, and other costs associated with maintaining the properties.



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.)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

56 SEP 10 PM 2:14

FILED

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

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.

The name of the limited liability company is Capeland Investments, L.C.

The name and address of the registered agent and office is Ramon Santacoloma, 13191 SW 21 Street, Miami, FL 33175

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.

Signature

Date

9/5/86

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA