

**L96000001172**

Shirley K. Brown  
Requestor's Name

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State/Zip

\_\_\_\_\_  
Phone #

Office Use Only

55 NOV -7 PM 4:49

FILED

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

1. Florida Shelf GP<sup>LLC</sup> #15, LLC  
(Corporation Name) (Document #)

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

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

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

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-11/13/96--01088--024  
\*\*\*390.00 \*\*\*390.00

☒ Walk in  
☐ Mail out

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☐ Will wait ☐ Photocopy

☒ Certified Copy *need a c/c*  
☐ Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input type="checkbox"/>            | Profit            |
| <input checked="" type="checkbox"/> | NonProfit         |
| <input 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 type="checkbox"/>   | Other               |

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*1st*  
*Give this file date*  
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55 NOV -7 PM 4:22  
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION OF  
FLORIDA SHELF GP #15, L.C.

ARTICLE I - Name

The name of the Limited Liability Company is FLORIDA SHELF GP #15, L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 7575 Dr. Philips Boulevard, Suite 230, Orlando, Florida 32819.

ARTICLE III - Duration

The Company shall exist for a period of no less than thirty (30) years, and no more than fifty (50) years from the date of filing these Articles of Organization, unless sooner dissolved in accordance with Florida law.

ARTICLE IV - Management

The daily, usual course of business of the Company will be managed by its manager (the "Manager"). The Manager shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also hold the offices and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require a vote of the members holding two-thirds interest in the Company. The name and address of the Manager who is to serve is as follows:

Hearthstone Advisors, Inc.  
16830 Ventura Boulevard  
Suite 352  
Encino, CA 91436

ARTICLE V - Admission of Additional Members

The right, if given of the remaining members to admit additional members and the terms and conditional of the admissions shall be subject to a vote of two-thirds of the existing members and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

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56 MAY -7 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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.

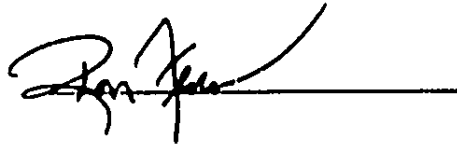
**ARTICLE VI - Registered Agent and Office**

The street address of the Company's initial registered office is 7575 Dr. Phillips Boulevard, Suite 230, City of Orlando, County of Orange, State of Florida 32819, and the name of its initial registered agent at such office is Mr. Ron Fenn.

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of FLORIDA SHELF GP #15, 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.

RON FENN,  
Registered Agent



Dated: November 5, 1996

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96 NOV -7 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FLORIDA SHELF GP #15, 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 \$ 200.00;
3. if any, the agreed value of property other than cash contributed by members is \$ -0-.
4. the total amount of cash of 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 §408.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

**L96 00000 1172**  
Sunstate Research  
Requestor's Name

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State/Zip Phone #

Office Use Only

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

1. Florida Shelf GP # 15, L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
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(Corporation Name) (Document #)

*File First*

☒ Walk in  
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☐ Pick up time \_\_\_\_\_  
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☒ Certified Copy  
☐ Certificate of Status

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| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

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96 NOV 13 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. HENDRICKS NOV 13 1996

**CERTIFICATE OF AMENDMENT  
TO THE  
ARTICLES OF ORGANIZATION  
OF  
FLORIDA SHELF GP #15, L.C.**

**FILED**  
96 NOV 13 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 #15, L.C. (hereinafter called the "Company").
2. The Articles of Organization of the Company were filed on November 7, 1996.
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 "**JOG PALMS-PALM BEACH GP, L.C.**"

4. 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 Manager of the Company has executed this Certificate of Amendment, this 7th day of November, 1996.

**HEARTHSTONE ADVISORS, INC.,**  
a California corporation  
Manager, an authorized representative

By: \_\_\_\_\_

Pracy T. Carver  
Senior Vice President