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**CSO networks**

ACCOUNT NO. : 072100000032

REFERENCE : 181893 8690A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 10, 1996

ORDER TIME : 9:41 AM

ORDER NO. : 181893-005

CUSTOMER NO: 8690A

CUSTOMER: Gary Korn, Esq  
BEDZOW KORN & KAN, P.A.

P. O. Box 8020

Hallandale, FL 33008

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DOMESTIC FILING

NAME: FOUNTAIN SQUARE APARTMENTS,  
L.C.

EFFECTIVE DATE:

☐ ARTICLES OF INCORPORATION  
☒ LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

W96-25929  
RECEIVED  
96 DEC 10 PM 12:03  
12-12-96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 10, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: FOUNTAIN SQUARE APARTMENTS, L.C.  
Ref. Number: W96000025929

**RESUBMIT**  
Please give original  
submission date as file date.

*# 337.50*  
We have received your document for FOUNTAIN SQUARE APARTMENTS, L.C. *residences* and check(s) totaling \$. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Sharon Tala  
Document Specialist Supervisor

Letter Number: 296A00055216

RECEIVED  
95 DEC 11 PM 2:05  
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION  
OF  
FOUNTAIN SQUARE RESIDENCES, L.C.**

FILED  
96 DEC 10 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, the initial member of Fountain Square Apartments L.C., a Florida limited liability company formed hereunder (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is: FOUNTAIN SQUARE RESIDENCES, L.C.

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

1901 W. Cypress Creek Road, Suite 415  
Ft. Lauderdale, Florida 33309

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

1901 W. Cypress Creek Road, Suite 415  
Ft. Lauderdale, Florida 33309

**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be.

STEPHEN A. CHETEK  
1901 W. Cypress Creek Road, Suite 415  
Ft. Lauderdale, Florida 33309

**ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members by written consent of a majority of the members of the Company. Any new member approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

**ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the managers of the Company provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

**ARTICLE VIII. DISSOLUTION OF COMPANY**

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 shall not dissolve the Company and the remaining members may continue the Company.

**ARTICLE IX. MANAGERS**

The Company shall be managed by members. The names and addresses of the initial members of the Company who shall also serve as managers, are:

Initial Managers:	Address:
Stephen A. Chetek	1901 W. Cypress Creek Road, Suite 415 Ft. Lauderdale, Florida 33309
David Multack	550 Frontage Road, Suite 3405 Northfield, IL 60093
Arthur Evans	180 N. LaSalle Street Chicago, IL 60601

**ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

**ARTICLE XI. AMENDMENT OF REGULATIONS**

Pursuant to Section 608.423(1) of the Act, subject to the first obtaining the consent of a majority in interest of the members, the Managers may amend the Regulations, provided that in no event, without the consent of all members, shall any amendment: (a) expressly increase the limited liability of the members, (b) modify the term of the Company, (c) obligate any member to make additional capital contributions to the Company, (d) modify any provision granting any voting rights to the members, or (e) amend the Regulations to modify any of the foregoing. Notwithstanding the preceding sentence, no consent of the members shall be required for the Managers to enter into amendments which: (a) increase the duties, obligations or liabilities of the Managers or limit or reduce their rights or powers, (b) reduce the obligations or liabilities of the members or increase their rights and benefits, (c) place the Company in compliance with then current tax laws, or (d) correct any ambiguity or cure any inconsistency in the Regulations.

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization as of this 4<sup>th</sup> day of December, 1996.

**AUTHORIZED REPRESENTATIVE:**

  
\_\_\_\_\_  
**GARY A. KORN**

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Pursuant to Section 605.407(2) of the Florida Limited Liability Company Act, the undersigned, as authorized representative of the initial members of Fountain Square Apartments L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:  
\$100.00
3. The anticipated amount of additional capital contributions to the company made by the members will be as follows:  
\$1,284,000
4. There have been no contributions to the Company made by the members other than cash contributions.

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury, the undersigned, as the authorized representative of the initial members of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.


DATED: December 4, 1996

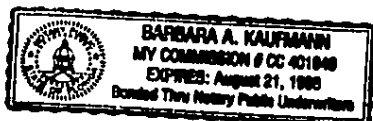
INITIAL MEMBER:

  
GARY A. KORN

SWORN TO AND SUBSCRIBED before me, the undersigned authority, this 4<sup>th</sup> day of December, 1996, by GARY A. KORN, Affiant, who is personally known to me and who did take an oath.

My Commission Expires:

  
Notary Public, State of Florida  
Print Name: BARBARA A. KAUFMANN



DEDZON/KORN

TEL 932-6043

Dec 05 '96 11:09 No. 001 P. 01

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 606.415 and 606.507 of the Florida

Limited Liability Company Act:

Having been appointed registered agent of MOUNTAIN SQUARE RESIDENCES, L.C.  
in its Articles of Organization, at the place designated in such Articles of Organization, the  
undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and  
accepts, the obligations of such position.

Dated: December 1, 1996

  
STEPHEN A. CHETLER

01/06/2000 10:00 AM

FILED  
96 DEC 10 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dary Korn - 930-9502  
Steve Chetler 954-202-0055