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Chart Number Only

6/25/97 MARsha

Alan Hecht

Requestor's Name

2670 NE 215 St.

Address

MIAMI FL 33180

City

State

ZIP

Phone

933-1441

VALIDATION ONLY

STATE OF FLORIDA
TALLAHASSEE

97 JUN 26 PM 12:05

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CORPORATION(S) NAME

Erilyn Group 3, L.L.C., A limited
liability company

Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail		

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DIVISION OF CORPORATION

Name
Availability
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Examiner
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Acknowledgment
W.P. Verifier

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6/26/97

ARTICLES OF ORGANIZATION
OF
ERILYN GROUP 3, L.L.C., A LIMITED LIABILITY COMPANY

FILED

97 JUN 26 PM 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1
NAME

The name of this limited liability company is **ERILYN GROUP 3, L.L.C.**, referred to in these Articles of Organization as the "Company."

ARTICLE 2
REGISTERED OFFICE AND AGENT

The street address of the principal office of the Company is 2670 N. E. 215th Street, Miami, Florida 33180, and the street address of the Company's initial registered office is 2670 N. E. 215th Street, Miami, Florida 33180, and the initial Registered Agent at that address is Alan R. Hecht.

ARTICLE 3
DURATION

Unless dissolved earlier, the Company will dissolve automatically on December 31, 2025. Except for prior amendment to this Article 3, no act by the Company or its members can avoid that dissolution.

ARTICLE 4
PURPOSE AND POWERS

Subject to the laws of the State of Florida regarding Limited Liability Companies, the Company may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The Company shall have all of the powers vested in a Company organized under and existing by virtue of the laws of the State of Florida.

ARTICLE 5

MANAGEMENT BY MANAGERS

The Company will be managed by a management committee, consisting of two (2) managers. Each manager will be elected annually by the members

ARTICLE 6

IDENTIFICATION OF MANAGERS

The name and street address of the Managing Members of the Company who shall hold office for the first year of the Company's existence or until such person's successor is elected and has qualified is:

NAME	ADDRESS
Charles E. Pace	5599 E. Leitner Drive Coral Springs, Florida 33067
Mitchell Goldberg	AL Associates 353 Lexington Avenue, 10th Floor New York City, NY 10017

ARTICLE 7

CONTRIBUTIONS

7.1 Contributions Made

- 7.1.1 The members in the aggregate have contributed to the Company \$47,000.00 in cash, plus the following property:
- 7.1.2 Deposit Receipt and Contract for Sale and Purchase of Service Station from BAMCO XI, INC. to ERILYN GROUP III, INC. and/or assigns.

7.2 Contributions Promised. Members have promised to make the following additional cash contribution in the amount of \$253,000.00 no later than July 1st, 1997, provided that the Company closes on the Deposit Receipt and Contract for Sale and Purchase of Service Station from

. BAMCO X, INC. to ERILYN GROUP II, INC. and/or assigns.

ARTICLE 8

ADMISSION OF NEW MEMBERS

8.1 New Members Who Acquire Their Membership Interests From the Company

8.1.1 Admission by Managers. The managers may admit a new members on whatever terms the managers see fit. No current member has any preemptive rights.

8.1.2 Admission by Sole Remaining Member to Comply With the Two-Member Requirement. A sole remaining member of the Company may admit a member as provided in Section 10.02(b)(i).

8.2 **New Members Who Acquire Their Membership Interests From a Current Member.** No member may transfer the member's complete membership interest, or any rights to participate in the management of the Company, without the written consent of a majority in interest of the other members. If the members give the required consent, the transferee is admitted to membership in the Company. If the members do not give the required consent, the transferee does not become a member and has no right to participate in the management of the company.

ARTICLE 9

DISSOLUTION

9.1 **Dissolution Upon the Occurrence of Specified Events.** The Company shall be dissolved and liquidated upon the occurrence of any of the following events:

9.1.1 The retirement, death, insanity, dissolution or withdrawal of all of the Managing Members;

9.1.2 The filing of a involuntary petition in bankruptcy against all of the Managing Members if such petitions are not dismissed within ninety (90) days of the date of filing;

9.1.3 The expiration of the fixed term of the Company;

9.1.4 The disposition of all Company properties;

9.1.5 Any affirmative vote of all the Members and all of the Managing Members to terminate the Company;

9.1.6 Any other event that would cause a dissolution under the Florida Limited Company law.

9.2 In the event of a dissolution caused by an occurrence specified in (1) or (2) above, against some but not all of the Managing Members, the Company shall continue. In the event of a dissolution caused by an occurrence specified in (1) or (2) above against all of the Managing Members, if counsel (which is acceptable to a majority in interest of the Members) shall have delivered to the Company an opinion, in substance satisfactory to such Members, that neither the grant nor the exercise of the powers of the Members by consenting to continue the Company and elect a new Managing Member will adversely affect (i) the limited liability status of a Member, or (ii) the tax status of the Company, then upon an affirmative vote of the majority in interest of Members such business shall be continued and a new Managing Member elected, conditioned on the new Managing Member accepting all responsibilities and releasing the departing Managing Members from all liabilities, in form satisfactory to those persons.

9.3 The retirement, death, insanity, disability, bankruptcy, dissolution or liquidation of a Member shall not dissolve the Company, nor shall the transfer of a Limited Company interest dissolve the Company.

9.4 Dissolution shall be effective on the day in which the event occurs giving rise to the dissolution, but the Company shall not terminate until the assets have been distributed.

9.5 The winding up of Company affairs and liquidation and distribution of its assets shall be conducted exclusively by the Managing Members or, in the event the Managing Members are unable or unwilling to act, by a trustee named by them prior to such event. The Managing Members or the Trustee are hereby authorized to do any and all acts and things authorized by law to effect such dissolution, liquidation and distribution of the assets of the Company.

9.6 Except for prior amendment to this section, no act by the Company or its members can avoid that dissolution.

9.7 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

9.7.1 Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

9.7.2 Means of Avoiding Dissolution Following Member Dissociation.

9.7.2.1 To avoid dissolution under this Section 9.02(b), the Company must have at least two remaining members. If a dissociation leaves the Company with only one remaining member, that member may admit an additional member.

9.7.2.2 In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within Ninety (90) days of the dissociation, consent to avoid dissolution is obtained from [all] [a majority in interest] [specified percentage] of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

ARTICLE 10

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 23 day of June, 1997.

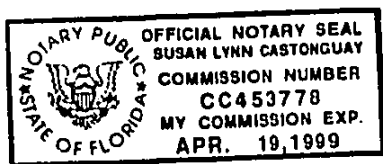


ALAN R. HECHT, ORGANIZER

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23rd day of June, 1997, by ALAN R. HECHT, who is ☒ personally known to me as the person described in and who executed the foregoing or ☐ who has produced _____ as identification, and who did ☒ did not ☐ take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Florida, the day and year first written above.



(Printed Name of Notary)

Serial Number of Notary
Notary Public, State of Florida
My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In accordance with § 48.091, AND §608.407, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

ERILYN GROUP 3, L.L.C., desiring to organize as a Limited Liability Company under the laws of the State of Florida, hereby designates Alan R. Hecht, as it's Registered Agent and 2670 N.E. 215th Street, Miami, Florida 33180 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named Company, I hereby agree to act in such capacity for such Company at its registered office.



Alan R. Hecht
(REGISTERED AGENT)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **ALAN R. HECHT**, organizer of **ERILYN GROUP 3, L.L.C.**, and a person authorized by the Members to execute this Affidavit, who being by me first duly sworn, on oath, deposes and says:

1. That he the organizer of **ERILYN GROUP 3, L.L.C.**, and a person authorized by the Members to execute this Affidavit.
2. That **ERILYN GROUP 3, L.L.C.** presently has two Members, **ERILYN GROUP III, INC.**, and **CHARLES E. PACE**.
3. The amount of capital contributions to be contributed to the **ERILYN GROUP 3, L.L.C.** is expected to be \$300,000.00.
 - 3.1. That **ERILYN GROUP III, INC.** will contribute \$47,000.00 in Capital.
 - 3.2. That **CHARLES E. PACE** and other members will contribute \$253,000.00 in Capital.
4. Affiant further states that he is familiar with the nature of an oath; and with the penalties as provided by the laws of the State aforesaid for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read, or has heard read to them, the full facts of this affidavit, and understands its context.

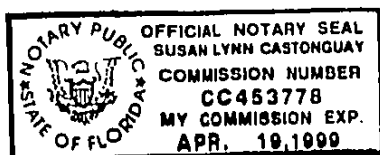


ALAN R. HECHT

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23rd day of June, 1997, by **ALAN R. HECHT**, who is ☒ personally known to me as the person described in and who executed the foregoing or ☐ who has produced _____ as identification, and who did ☒ did not ☐ take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Florida, the day and year first written above.



Susan Lynn Castonguay

(Printed Name of Notary)

Serial Number of Notary
Notary Public, State of Florida
My Commission Expires:

97 JUN 26 PM 12:05
STATE OF FLORIDA
ALL NOTARIES MUST REGISTER
E-11-000

This Instrument prepared by: