

Document Number Only

L 97000000786

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

500002245605--2

-07/23/97--01115--003

*****250.00 *****250.00

500002245605--2

-07/23/97--01115--004

*****35.00 *****35.00

Cleveland Avenue Hotel, L.C.

☐ Profit

☐ NonProfit

☒ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

1130

W97-16776

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

Thanks,
Melanie

97 JUL 21 PM 11:22
DIVISION OF CORPORATION

CR2E031 (1-89)

CG 7/22/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1997

FILED
97 JUL 21 PM 2:35
TALLAHASSEE, FLORIDA

From: C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: CLEVELAND AVENUE HOTEL, L.C.
Ref. Number: W97000016776

We have received your document for CLEVELAND AVENUE HOTEL, L.C. and check(s) totaling \$250.00. However, your check(s) and document are being returned for the following:

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status. *attached*

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

If you have any questions concerning the filing of your document, please call (850) 487-6973.

To: Claretha Golden
Document Specialist

Letter Number: 597A00036966

*Walk-in
Pick-up 3:00
7-22-97*

*Please back-date
this filing
to: July 21, 1997*

Shirley Melonie

97 JUL 22 PM 12:25
PROCESSED

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

FILED
97 JUL 21 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I – Name

The name of the Limited Liability Company is: Cleveland Avenue Hotel, L.C.

ARTICLE II – Address

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is/are:

Cleveland Avenue Hotel, L.C.,
Suite 1400
140 South Dearborn Street
Chicago, Illinois 60603

ARTICLE III – Duration

The period of duration for the limited liability Company shall be: until December 31, 2036.

ARTICLE IV – Management

(check and complete the appropriate statement)

/ X / The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Robert C. Gluth
225 West Washington Street
Chicago, Illinois 60606

/ / The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

(FLA. – LLC 3207 – 3/8/96)

ARTICLE V – Registered Agent

The name and street address of the initial registered agent of the Limited Liability company is:

**CT CORPORATION SYSTEM
1200 South Pine Island Road
Plantation, Florida 33324**

ARTICLE VI – Registered Office

The street address of the initial registered office of the Limited Liability Company is:

**c/o CT CORPORATION SYSTEM
1200 South Pine Island Road
Plantation, Florida 33324**

ARTICLE VII - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admission shall be: Members holding at least 80% of the Membership Interests may admit new members upon the recommendation of the Manager.

ARTICLE VIII - 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, 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 limited liability company shall be: Members holding at least 80% of the remaining Membership Interests may continue the business of the limited liability company on 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 limited liability company. Also, the business of the limited liability company shall continue so long as the limited liability company has any long-term debt.

ARTICLE IX - Business of the Limited Liability Company

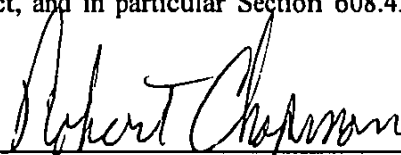
The sole business of the limited liability company will be the purchase, financing, ownership, rehabilitation, operation, and sale of the motel located at 4811 Cleveland Avenue, Fort Myers, Florida, and for no other purpose.

ARTICLE X - Indemnification of the Manager

The limited liability company will indemnify the Manager to the full extent possible under the provisions of The Florida Limited Liability Company Act, and in particular Section 608.4363 Florida Statutes, as may be amended.

July 14, 1997

(Date)



(Signature of Member or the Authorized
Representative of a Member)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Cleveland Avenue Hotel, 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 member(s) is \$ 1,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

(In accordance with section 608.402(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
97 JUL 21 PM 2:35
CLERK OF DISTRICT COURT
STATE OF FLORIDA

FILING FEE: \$250 for Articles of Organization and Affidavit

Doc ID: 51709-1

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.

CT CORPORATION SYSTEM

By: _____

(Signature)

7-16-97

(Date)

JEFFREY GRAVES

(Type Name of Officer)

Assitant Secretary

(Title of Officer)

97 JUL 21 PM 2:35
CLERK OF COURT
TALLAHASSEE, FLORIDA