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Al A. Cheneler P.A.
Attorney at Law
Board Certified Real Estate Specialist
Board Certified Public Accountant

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Winter Park, Florida 32789

(407) 628-2804
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December 2, 1997

Attorneys' Title Insurance Fund
10 E. Jefferson Street
Suite 200
Tallahassee, FL 32301

100002364911--3
-12/08/97--01003--008
***337.50 ***337.50

RE: BENSON HOLDINGS (APARTMENT), L.C.

For the above-referenced corporation, enclosed please find the following:

1. The original signed Articles of Incorporation;
2. A copy of the Articles of Incorporation;
3. A check in the amount of \$122.50 made payable to the Secretary of State;
4. A check in the amount of \$10.00 made payable to Attorneys' Title Insurance Fund; and
5. A two day U.P.S. self-addressed stamped envelope for return of same.

The enclosed check to the Secretary of State will cover the following fees:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total:	\$122.50

Upon filing, please call us for confirmation.

Please return the certified copy of the Articles of Incorporation to this office.

Thank you for your prompt attention to this matter.

Sincerely,

Al A. Cheneler

Enclosures

CF-285.00

CERT 52.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
BENSON HOLDING'S (APARTMENT), L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the state of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Benson Holding's (Apartment), L.C., and its principal office shall be located at 129 Arnhym Drive, in the City of Orlando, County of Orange, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The company's mailing address is P.O. Box 618042, Orlando, FL 32861.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the state of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase and otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the

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- provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
 5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, firm, partnership, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property or commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities or limited liability companies for profit.
 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on

any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

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ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company shall be reserved to its members, whose names and addresses are as follows:

Thomas Benson
P.O. Box 618042
Orlando, Florida 32861

Sarah Benson
P.O. Box 618042
Orlando, Florida 32861

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit any new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred without the unanimous, written consent of all of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership

of a member in the limited liability company, the remaining members shall have the right to continue the business on the unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Three Thousand Dollars (\$3,000.00) shall be made to the limited liability company by the two members in the following proportions:

Thomas Benson	→	One Thousand Five Hundred Dollars (\$1,500.00)
Sarah Benson	→	One Thousand Five Hundred Dollars (\$1,500.00)

Additional contributions will be made as required for investment purposes, as determined by the unanimous consent of the members. The proportional amount of contributions by each member shall be determined by the unanimous consent of the members.

ARTICLE VII

PROFITS AND LOSSES

A. Profit Sharing

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits proportional to their respective capital accounts. The distributed share of the profits shall be determined and paid at any time upon which the members unanimously agree.

B. Losses

All losses that occur in the operation of the limited liability business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, then losses shall be paid

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out of the capital contributions of the members in proportion to their respective capital accounts.

ARTICLE VIII

DURATION

This limited liability company shall have a perpetual existence and shall be dissolved only due to the operation of law or unanimous consent of the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 129 Arnhyrn Drive, City of Orlando, County of Orange, State of Florida, and the name of the companies initial registered agent at that address is Thomas Benson.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Benson Holding's (Apartment), L.C.

Executed by the undersigned at: AL A. Cheneler, P.A.
2205 Lee Road 125, Winter Park FL
on this, the 20 day of November, 1997.

Thomas Benson
Thomas Benson

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida
County of Orange

Pursuant to the provisions of Sections 608.415 and 608.417(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Benson Holding's (Apartment), L.C.

The name of the registered agent for Benson Holding's (Apartment), L.C. is Thomas Benson and the street address for the company's principal office where the agent is located is ~~P.O. Box 618042~~, City of Orlando, County of Orange, State of Florida.

129 Arnhyrn Drive

This statement is to acknowledge that, as stated above, Benson Holding's (Apartment), L.C. has appointed me, Thomas Benson, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated on this, the 26 day of November, 1997.

Thomas Benson
THOMAS BENSON, Registered Agent


State of Florida
County of Orange

The forgoing instrument was acknowledged before me, the undersigned authority, on this, the 26 day of November, 1997, by Thomas Benson, agent on behalf of Benson Holding's (Apartment), L.C., a limited liability company.

☒ Personally Known

☐ Produced Identification

Melissa Rene Monett
Notary Public

 Melissa Rene Monett
My Commission CC652253
Expires June 03, 2001

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida
County of Orange

In compliance with Florida Statute Section 608.407(2), the undersigned members of Benson Holding's (Apartment), L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is Three Thousand Dollars (\$3,000.00).
3. No property other than cash is being contributed by the members
4. The total amount of cash or property anticipated to be contributed by the members is Three Thousand Dollars (\$3,000.00). This total includes the amounts from 2 and 3 above.


Thomas Benson
Thomas Benson

State of Florida
County of Orange

The forgoing instrument was acknowledged before me, the undersigned authority, on this, the 26 day of November, 1997, by Thomas Benson, on behalf of Benson Holding's (Apartment), L.C., a limited liability company.

☒ Personally known
☐ Produced Identification

Melissa Rene Monett
Notary Public

 Melissa Rene Monett
My Commission CC652253
Expires June 03, 2001

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