

Document Number Only

L98000000437

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002478249--3

-04/03/98-01068-019

\*\*\*\*285.00 \*\*\*\*285.00

PER at Meadowbrook, LC

- ☐ Profit  
☐ NonProfit  
☒ Limited Liability Company  
☒ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Limited Liability Partnership  
☐ Certified Copy  
☐ Call When Ready  
☒ Walk In  
☐ Mail Out
- ☐ Amendment  
☐ Dissolution/Withdrawal  
☐ Annual Report  
☐ Fict. Filing  
☐ Photo Copies  
☐ Call if Problem  
☐ Will Wait
- ☐ Merger  
☐ Mark  
☐ Other  
☐ Change of R.A.  
☐ UCC-1 UCC-3  
☐ CUS  
☐ After 4:30  
☒ Pick Up

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88 APR - 3 AM 7:43

Name	Availability
Document	Examiner
Updater	Verifier
Acknowledgment	W.P. Verifier

Please Return Extra Copy(s)  
Filed Stamp

Thanks, Melanie

APR - 3 1998

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CR2E031 (1-89)

W980000007514



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 3, 1998

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

SUBJECT: PRA AT MEADOWBROOKE, LC  
Ref. Number: W9800007514

We have received your document for PRA AT MEADOWBROOKE, LC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return 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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 098A00017937

**ARTICLES OF ORGANIZATION OF**  
**PRA AT MEADOWBROOKE, LC**

The undersigned, person of the full age of majority, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, does hereby adopts the following Articles of Organization for such limited liability company:

1.

NAME

The name of the limited liability company organized pursuant to these Articles of Organization shall be PRA AT MEADOWBROOKE, LC.

2.

DURATION

The duration of the limited liability company's existence shall be perpetual.

3.

PURPOSE

The object and purpose for which, PRA AT MEADOWBROOKE, LC is formed shall be to own and operate the real property located in the City of Grand Rapids, Michigan commonly known as 4834 and 4888 Town Center Drive, Grand Rapids, Michigan 49508 (the "Property").

4.

PRINCIPAL OFFICE

The address of the company's principal place of business in Florida is 3835 McCoy Road, Orlando, Florida, *and mailing address is P.O. Box 3911 Woodbridge Connecticut 06525.*

5.

REGISTERED AGENT

The name and address of the company's initial registered agent in Florida.

CT Corporation Systems  
1200 South Pine Island Road  
Plantation, Florida 33324

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6.

#### COMPANY MANAGEMENT

The management of the company is reserved to its member specified below:

PRA at Meadowbrooke Hotel, Inc.  
C/O Joseph Pacitti  
PRA Development & Management Corp.  
111 South Independence Mall East  
Suite 100  
Philadelphia, PA 19106

Sole Member

7.

#### PROHIBITED ACTS

The Company and its members shall be prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale, or amendment of its Articles of Organization or Operating Agreement for as long as any Mortgage Loan is outstanding.

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8.

#### BANKRUPTCY/INSOLVENCY PROCEEDING

The unanimous consent of the Company's members shall be required to file or to consent to the filing of a bankruptcy or insolvency petition or otherwise to institute insolvency proceedings.

9.

### SEPARATENESS COVENANTS

The Company shall:

- a. Maintain books and records separate from any other person or entity;
- b. Maintain its accounts separate from any other person or entity;
- c. Not to commingle assets with those of any other entity;
- d. Conduct its own business in its own name;
- e. Maintain separate financial statements;
- f. Pay its own liabilities out of its own funds;
- g. Observe all formalities of a limited liability company;
- h. Maintain an arm's length relationship with its affiliates;
- i. Pay salaries of its own employees and maintain a sufficient number of employees in light of its contemplated operations;
- j. Not to guarantee or become obligated for the debts of any other entity or hold its credit as being available to satisfy the obligations of others;
- k. Not to acquire obligations or securities of its members;
- l. To allocate fairly and reasonably any overhead for shared office space;
- m. To use separate stationery, invoices, and checks;
- n. Not to pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- o. To hold itself out as a separate entity;
- p. To correct any known misunderstanding regarding its separate identity; and
- q. To maintain adequate capital in light of its contemplated business operations.

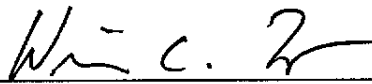
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10.

### CONTINUED EXISTENCE

The Company shall not dissolve, liquidate or terminate upon the death, bankruptcy, insolvency, dissolution, liquidation, termination, resignation, removal or incapacity of any member.

THUS EXECUTED on this 31<sup>st</sup>. day of March, 1998.

  
\_\_\_\_\_  
William C. Longa, Organizer

STATE OF CONNECTICUT

COUNTY OF NEW HAVEN

BE IT KNOWN that on this 31<sup>st</sup> day of March, 1998, before me, the undersigned Notary Public, duly commissioned, qualified and sworn in and for the County and State aforesaid, personally came and appeared William C. Longa who, after being duly sworn, declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that appearer is the identical person who executed the above and foregoing Articles of Organization and that he executed the above and foregoing Articles of Organization of his own free will, his own free act and deed, for the uses, purposes and benefits therein expressed.

WITNESSES:

Leslie Paier Aceto  
Leslie Paier Aceto

W. C. Longa  
William C. Longa

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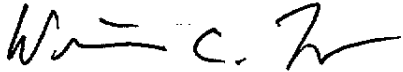
Leslie Paier Aceto  
Leslie Paier Aceto  
Notary Public  
My Commission Expires:

My Commission Exp. Mar. 31, 2002

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of PRA at Meadowbrooke, LC, being duly sworn, deposes and says:

1. I am over the age of eighteen years and believe in the obligation of an oath.
2. The above named limited liability company has at least <sup>two</sup> ~~one~~ member.
3. The total amount of cash contributed by the members is \$100.00.
4. The agreed value of property other than cash contributed by the members is \$0.
5. The total amount of cash and property anticipated to be contributed by the members is undetermined.



William C. Longa

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Sworn to before me this 1<sup>st</sup> day of April, 1998.



My Commission Exp. Mar. 31, 2002

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is PRA at Meadowbrooke, LC.
2. The name and address of the registered agent and office is:

CT Corporation Systems  
1200 South Pine Island Road  
Plantation, Florida 33324

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 Systems,

BY *Linda Weinberger*  
Linda Weinberger, Asst. Secy.

Date April 2, 1998

Its agent, duly authorized

FILING FEE: \$35 for Designation of Registered Agent.