

# L98000000882



**THE UNITED STATES  
CORPORATION  
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 869872 128649A

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 337.50

98 JUN 25 PM 12:16

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ORDER DATE : June 25, 1998

ORDER TIME : 10:23 AM

ORDER NO. : 869872-005

CUSTOMER NO: 128649A

700002572307--6

CUSTOMER: Ms. Annette Botello  
GEIGER KASDIN HELLER &  
KUPERSTEIN, P.A.  
Sixth Floor  
1428 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: NEW YORK AT NORTHPORT, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

98 JUN 25 AM 11:18

RECEIVED

Name	<i>mtf</i>
Availability	<i>mtf</i>
Document	<i>mtf</i>
Examiner	<i>mtf</i>
Updater	<i>mtf</i>
Updater	<i>mtf</i>
Verifier	<i>mtf</i>
Acknowledgement	<i>mtf</i>
P. Verifier	<i>mtf</i>

288-867

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 25 PM 12: 16

**ARTICLES OF ORGANIZATION  
OF  
NEW YORK AT NORTHPORT, L.C.  
a Florida limited liability company**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is New York at Northport, L.C. ("Company")

2. Duration. The Company shall exist from the date of filing these articles with the Department of State until approval of dissolution by vote of the members, a member becomes bankrupt, the death or incompetency of a member who is a natural person, or the termination of a trust or an estate who was a member, unless, other than with respect to the death of a member, the Company is continued by the unanimous consent of all of the remaining members and to purchase the interest of the affected member. With respect to the death of a member, the Company shall automatically continue in existence unless the remaining members unanimously agree otherwise.

3. Mailing Address and Street Address. The Company's mailing address is Penthouse 810, 12000 Biscayne Boulevard, Miami, Florida 33181-2742.

The Company's street address is Penthouse 810, 12000 Biscayne Boulevard, Miami, Florida 33181-2742.

4. Registered Agent and Office. The name of the initial registered agent of the Company is Stanley H. Kuperstein.

The street address of the initial registered agent of the Company is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131.

5. Additional Members. Additional members of the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

6. Termination of Membership. If a member of the Company becomes bankrupt, dies or become incompetent, or with respect to a member who is a trust or estate, the termination of such trust or estate, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, then except with respect to the death of a member, the remaining members may, by unanimous written agreement, continue the business of the Company and purchase the interest of the affected member. With respect to the death of a member, the deceased member's estate and the person or persons entitled to succeed to the deceased member's interest under the

decedent's will or the laws of intestate succession shall succeed to the decedent's interest and shall become a member of the Company.

7. Management of the Company. The Company shall initially be managed by the following two persons who shall serve as managers until the first annual meeting of the members or until their successors are elected and qualify:

Name and Address

Thomas K. Ireland  
Penthouse 810  
12000 Biscayne Boulevard  
Miami, Florida 33181-2742

It's New York, LLC,  
an Oregon Limited Liability Company  
5036B Foothills Road  
Lake Oswego, Oregon 97034  
William Post, Manager

Thereafter, the Company shall be managed by one to three managers who shall be elected annually as provided in the Regulations; provided that during such period as there are two equal members of the Company, each member shall be entitled to select the manager.

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of June 24, 1998.

  
[Signature of Member or authorized Representative of Member]

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 25 PM 12:16

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

**PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: New York at Northport, L.C., a Florida limited liability company.

2. The name and address of the registered agent and office is:

Stanley H. Kuperstein  
1428 Brickell Avenue  
6th Floor  
Miami, Florida 33131

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.

Dated: June 24, 1998

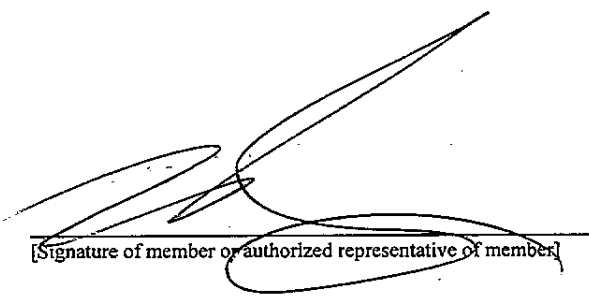
  
STANLEY H. KUPERSTEIN

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 25 PM 12:16

**AFFIDAVIT OF MEMBERSHIP AND**  
**CONTRIBUTIONS OF**  
**NEW YORK AT NORTHPORT, L.C.**

The undersigned member or authorized representative of a member of New York at Northport, L.C. a Florida limited liability company 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 \$2,320,000;
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00 (a description of the property is attached and made a part hereof); and
4. The total amount of cash or property anticipated to be contributed by member(s) is \$2,320,000. This total includes amounts from 2 and 3 above.

  
[Signature of member or authorized representative of 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.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 25 PM 12:16