

CAPITAL CONNECTION, INC.

Virginia Street, Suite 1 • Tallahassee, Florida 32302
224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Gardens Cove, LLC

was-16278

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

L98000001167

600002591526--9

-07/17/98--01021--020

****293.75 ****293.75

- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ☒ L.C. File Photo _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- ____ Photo Copy _____
- ☒ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

FILED

98 JUL 22 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98 JUL 17 AM 10:02

DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 17, 1998

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: GARDENS COVE, LLC
Ref. Number: W98000016278

FILED
98 JUL 22 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GARDENS COVE, LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 598A00038085

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:**

1. Gardens Cove, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. June 15, 1998 5. July 1, 2040
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Atlantic Capital Group, LLC
777 South Flagler Drive, Suite 800W
West Palm Beach, FL 33414
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

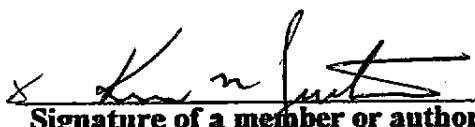
| NAME & ADDRESS: | TITLE: | NAME & ADDRESS: | TITLE: |
|------------------------------------|-------------|----------------------------------|--------|
| <u>Atlantic Capital Group, LLC</u> | <u>MEM</u> | <u>777 S. Flagler Dr. #800-W</u> | |
| | <u>MGRM</u> | <u>West Palm Beach, FL 33401</u> | |
| <u>Woodbine Parcel F, L.C.</u> | <u>MEM</u> | <u>4152 W. Blue Heron Blvd.</u> | |
| | <u>MGRM</u> | <u>Riviera Beach, FL 33404</u> | |
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08 JUL 22 PM 3:27
FILED

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Gardens Cove, LLC
_____ 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 \$ 1.1 M.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 2.5 M.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 3.6 M.
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 3.6 M.



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.)

FILED
98 JUL 22 PM 3:27
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**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:

Gardens Cove, LLC

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

Pamela J. Waldorf, Esq.

(Name)

Duane Morris & Heckscher, LLP

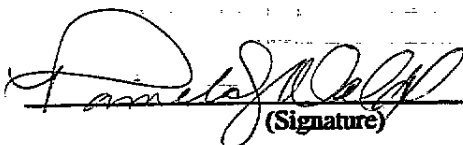
777 South Flagler Drive, #800-West

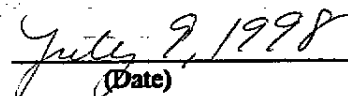
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

West Palm Beach, FL 33401

(City/State/Zip)

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.


(Signature)


(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GARDENS COVE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
98 JUL 22 PM 3:28
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2908810 8300

981279368

DATE: 9204195

07-17-98