

# L9800000/299

## TRANSMITTAL LETTER FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000002597620--0  
-07/24/98-01052-002  
\*\*\*\*285.00 \*\*\*\*285.00

**SUBJECT:** BCT Acquisitions, L.L.C.  
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit  
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.

**Please send one check for the total amount made payable to the Florida Department of State.**

**FROM:** Tudzarov & Greenberg P.A.  
Name (Printed or typed)

345 W. Oakland Park Blvd.  
Address

Fort Lauderdale FL 33311  
City, State & Zip

954-561-2709  
Daytime Telephone number

Name Availability	MBH
Document Examiner	MBH
Updater	MBH
Updater	MBH
Verifier	MBH
Acknowledgement	MBH
W. P. Verifier	MBH

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DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 24, 1998

TUDZAROV & GREENBERG, P.A.  
345 W. OAKLAND PARK BLVD.  
FORT LAUDERDALE, FL 33311

SUBJECT: BCT ACQUISITIONS, L.L.C.  
Ref. Number: W98000016935

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We have received your document for BCT ACQUISITIONS, L.L.C. 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 one member; (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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 798A00039342

**ARTICLES OF ORGANIZATION  
OF  
BCT ACQUISITIONS, LLC**

Under Section 608 of the Florida Limited Liability Company Law

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FIRST: The name of the limited liability company (the "LLC") is BCT ACQUISITIONS, LLC having its principal place of business at 101 N. Ocean Drive, #213, Hollywood, Florida 33019. *The mailing address is the same.*

SECOND: The County within this State in which the office of the limited liability company is to be located is Broward.

THIRD: Tudzarov & Greenberg, P.A. is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state upon which service is to be made is: 345 W. Oakland Park Boulevard, Fort Lauderdale, Florida 33311.

FOURTH: The Articles of Organization shall be effective upon filing.

FIFTH: The limited liability company is to be managed by 1 or more managers. The original managers of the limited liability company are:

Thomas Kornitzer, 101 N. Ocean Drive, #213, Hollywood, Florida 33019.

Michael McManus, 101 N. Ocean Drive, #213, Hollywood, Florida 33019.

SIXTH: The LLC is organized solely to purchase, acquire, buy, sell, own, mortgage, trade in, hold, develop, lease, manage, subdivide, and otherwise deal in and with certain real property, and to do any and all things necessary, incidental or appropriate to that purpose.

SEVENTH: The LLC shall not commingle assets with any person or entity. The LLC shall maintain separate accounts and books and records. The LLC shall pay its debts and obligations from its own funds. The LLC shall observe the following "Separateness Covenants:"

- a. to maintain books and records separate from any other person or entity;
- b. not to commingle its assets or funds with those of any other person or entity;
- c. to conduct its own business in its own name;
- d. to maintain separate financial statements;
- e. to pay its own liabilities out of its own funds;
- f. to observe all limited liability company formalities;
- g. to conduct all transactions with its parent or any affiliates on an arm's-length basis and pursuant to enforceable agreements;
- h. to pay the salaries of its own employees;
- i. not to guarantee, become obligated for or pay the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- j. to fairly and reasonably allocate and charge any overhead for shared office space and common employees;
- k. to use its own letterhead, invoices and checks;
- l. not to pledge its assets for the benefit of any other entity;
- m. to hold itself out as a separate entity; and
- n. to file its own tax returns

EIGHTH: The assets of the members shall not at any time be commingled with the assets of the LLC, any dealings between the LLC and its members shall be true "arms-length" transactions.

NINTH: To the extent permitted by law, the LLC shall continue upon the resignation of two or more of the Members, unless there is a vote of a majority-in-interest of the Members to continue the life of the LLC. If the required consents of the remaining members to continue the LLC is not obtained, the LLC shall liquidate collateral.

TENTH: The right to add Members to the LLC will required unanimous vote by the Members.

IN WITNESS WHEREOF, this certificate has been subscribed this 21<sup>st</sup> day of July, 1998

BCT ACQUISITIONS, LLC

By: Korn

(Name and capacity of signor)

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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 SUMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

BCT Acquisitions, LLC.

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

Tudzarov & Greenberg, P.A.  
345 W. Oakland Park Blvd.  
Fort Lauderdale, FL 33311

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.

Alaine Greenberg Esq. for Tudzarov & Greenberg  
Signature Alaine Greenberg

July 21, 1998  
Date

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BCT Acquisitions 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 \$ 1000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 712  
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 \$ 1000.00  
This total includes amounts from 2 and 3 above.

Thomas Kor  
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.)

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