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FAX #: (850)922-4003

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BRIGHTON AT DORAL, L.C.

AUDIT NUMBER.....H98000014751

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

August 10, 1998

EMPIRE CORPORATE KIT COMPANY
RAY STORMONT

SUBJECT: BRIGHTON AT DORAL, L.C.
REF: W98000018082

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the entity's complete mailing address.

The document must contain the names and street addresses of the members or managers of the limited liability company.

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

FAX Aud. #: H98000014751
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ARTICLES OF ORGANIZATION
OF
BRIGHTON AT DORAL, L.C.

PREAMBLE

The undersigned hereby adopt these Articles of Organization for the purpose of forming a Limited Liability Company under The Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes).

ARTICLE I
NAME

The name of this Limited Liability Company is: BRIGHTON AT DORAL, L.C.

ARTICLE II
DURATION - DISSOLUTION

The Company shall commence on the date of the filing of these Articles of Organization with the Florida Department of State and shall continue until the first to occur: (1) December 31, 2006; or (2) dissolution pursuant to the provisions of the Florida Limited Liability Law or the Regulations of the Company; or (3) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or any other event which terminates the continued membership of a Member in the Company, unless the business of the Company shall be continued upon written consent of a majority of the remaining Members.

ARTICLE III
PURPOSE

The purpose and business of the Company shall be to acquire, manage, lease, rent, operate and sell real property in Miami-Dade County, Florida. In addition to the foregoing, the Company may engage in any activity permitted under the laws of the State of Florida.

ARTICLE IV
ADDRESS OF OFFICE AND AGENT

4.1 Place of Business. The principal business address, *registered* mailing address of the Company is 7200 N.W. 7th Street, Suite 300, Miami, Florida 33126 or such other place or places as the Members may designate from time to time.

Agent &

PREPARED BY:
Karen S. Leopold, Esquire
Leopold & Leopold, P.A.
20801 Biscayne Blvd., #501
Aventura, FL 33180
Telephone: (305) 935-3500
Florida Bar No. 230219

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4.2 Registered Agent. The initial Registered Agent of the Company is Lisa Gonzalez Ramos, 7200 N.W. 7th Street, Suite 300, Miami, Florida 33126.

ARTICLE V MEMBERSHIP

5.1 Election. Membership shall be limited to a maximum of twenty (25) members. New Members may be admitted only upon the unanimous written consent of the Initial Members and in accordance with these Articles of Organization, the Regulations of the Company and upon such other terms and conditions as shall be determined by all Members.

5.2 Transfer-Assignment. Membership in the Company may be transferred or assigned only upon the unanimous written approval of the Members. In the absence of such unanimous written approval, the transferee of the interest of any Member shall not become a Member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and the return of contributions to which that transferor Member would be entitled. Provided, upon the approval of the Members, provision can be made for transfer or assignment in an operating agreement.

5.3 Limited Liability. No Member or agent of the Company shall be liable under a judgment or decree, or order of a court, or in any other manner for a debt, obligation, or liability of the Company.

5.4 Indemnification. The Company shall indemnify any present or former Member, agent, or manager exercising powers or duties of a Member, to the full extent now or hereafter permitted by Law.

ARTICLE VI CAPITAL

6.1 Initial Capital. The initial capital of the Company shall be One Thousand (\$1,000.00) Dollars contributed by the initial Members as may be agreed among themselves. A Member's ownership in the Company shall be referenced to as a "Interest" or "Participation".

6.2 Additional Capital. Additional contributions to the capital of the Company shall be made upon an "as needed" basis as determined by the Members, and shall be made by the two-thirds (2/3) affirmative vote of the Members' Participation or as may otherwise be agreed by an affirmative two-thirds (2/3) vote of Membership Participation among them.

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**ARTICLE VII
DISTRIBUTIONS**

Each Member shall share in net profits or losses from the operation of the business of the Company, and in the distribution of the property of the Company in the same proportions as that Members' participation as may be adjusted from time to time by reason of additional investments, as may be agreed in the Regulations of the Company, or as otherwise agreed among the Members.

**ARTICLE VIII
ASSETS**

8.1 Title. Real or personal property owned or purchased by the Company shall be held and owned, and conveyance shall be made, in the name of the Company.

8.2 Conveyance. Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Company shall be valid and binding upon the Company, if they are executed by the Members or by an agent or manager duly appointed pursuant to these Articles of Organization and the Regulations of the Company.

**ARTICLE IX
MANAGEMENT**

9.1 Powers. The management of the Company shall be vested in the Members in proportion to their Participation in accordance with the provisions of Article 9.3. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the Members pursuant to the specific rules regarding rights and duties of Members enumerated in these Articles of Organization and the Regulations of the Company.

9.2 Agent or Manager. Members may appoint one or more individuals or entities as limited agent(s) or manager(s) to facilitate the business of the Company. Such agent(s) or manager(s) shall act pursuant to specific revocable written instruction of limited duration. The name and address of the initial Manager of the Company shall be E.P.I. Realty, Inc., a Florida corporation, located at 7200 N.W. 7th Street, Suite 300, Miami, Florida 33126.

9.3 Vote. Decisions on all matters shall be by at least an affirmative majority vote of the Members Participation, unless specified to the contrary herein, in the Regulations of the Company or as otherwise agreed by all the Members. The vote of each Member as set forth herein or in the Regulations of the Company shall be in proportion to the Participation of the Member.

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ARTICLE X
REGULATIONS

At the first meeting of the Members after the execution of these Articles of Organization the Members shall adopt Regulations containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members.

ARTICLE XI
AMENDMENT

These Articles of Organization, except with respect to the vested rights of the Members which shall require unanimous vote, may be amended at any time by vote of a two-thirds (2/3) affirmative vote of the Member Participation. These Articles of Organization shall be amended when:

- (1) there is a change in the name of the Company or in the amount or character of the contributions to capital;
- (2) there is a change in the character of the business of the Company;
- (3) there is a false or erroneous statement in these Articles of Organization;
- (4) there is a change in the time of dissolution of the Company as stated in these Articles of Organization;
- (5) the Members desire to make a change in any other statement in the Articles of Organization in order for it to accurately represent the agreement among them.

Any amendment shall be signed and sworn to by all Members and an amendment adding a new Member shall also be signed by the Member to be added. As a condition of membership all Members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles of Organization.

ARTICLE XII
NOTICE

All notices to the Members pursuant to these Articles of Organization shall be in writing delivered in person or by certified mail, return receipt requested, or by telegram, facsimile or other electronic transmission to such address as may be given in writing by said Member.

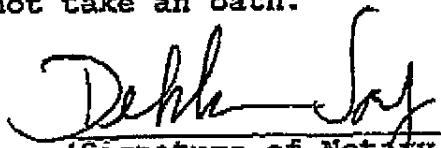
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IN WITNESS WHEREOF the undersigned, as Organizers, hereby execute these Articles of Organization this 5 day of ~~July~~ 1998.

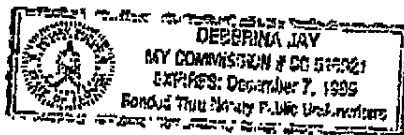

Donald S. Smith, Organizer

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 5 day of ~~July~~ 1998, by Donald S. Smith, who is personally known to me or has produced identification and who did/did not take an oath. as


(Signature of Notary Public)

Debbina Jay
(Printed Name of Notary Public)
Notary Public State of Florida
My Commission Expires:



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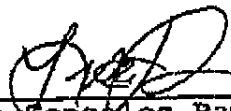
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BRIGHTON AT DORAL, L.C.
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

The undersigned having been named Registered Agent to accept service of process for the above stated BRIGHTON AT DORAL, L.C. at the place designated in this Certificate, the undersigned, Lisa Gonzalez Ramos. does hereby accept to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATED: ^{August} ~~July~~ 5, 1998



Lisa Gonzalez Ramos
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED member or authorized representative of a member of BRIGHTON at DORAL, L.C. deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.

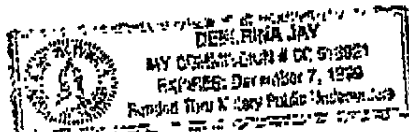
[Signature]
Donald S. Smith

STATE OF Florida
COUNTY OF Dade

The foregoing instrument was acknowledged before me this 5 day of August, 1998, by Donald S. Smith, who is personally known to me or [] produced as identification.

[Signature]
Notary Public, State of Florida
Debbira Jay
Print name of notary public

My commission expires:



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