

# L98000001611

*Arsley & McMillen*  
Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

*W98-19602*

1. \_\_\_\_\_ (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. *8126* \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

- Walk in     
  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

700002626087-0  
-08/27/98--01002--022  
\*\*\*\*337.50 \*\*\*\*337.50

RECEIVED  
1998 AUG 27 11:15 AM  
STATE OF MISSISSIPPI  
CORPORATION DIVISION

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*C98-1611*

Name Availability	<i>mtt</i>
Document Examiner	<i>mtt</i>
Updater	<i>mtt</i>
Updater Verifier	<i>mtt</i>
Acknowledgement	<i>mtt</i>
W. P. verifier	<i>mtt</i>

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 PM 1:15

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 27, 1998

AUSLEY & MCMULLEN

TALLAHASSEE, FL

SUBJECT: UNIVERSITY CLUB APARTMENTS OF GAINESVILLE, L.L.C.  
Ref. Number: W98000019602

We have received your document for UNIVERSITY CLUB APARTMENTS OF GAINESVILLE, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 998A00044334

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 PM 1:15

RECEIVED  
98 AUG 27 PM 12:00  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**UNIVERSITY CLUB APARTMENTS OF GAINESVILLE, L.L.C.**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, provides the following information for the purpose of forming a Limited Liability Company under the laws of the State of Florida.

1. Name. The name of the Limited Liability Company is **University Club Apartments of Gainesville, L.L.C.**

2. Period of Duration. The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

(i) Fifty (50) years from the date of filing of these Articles of Organization with the Department of State, or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act and the Limited Liability Company Regulations for **University Club Apartments of Gainesville, L.L.C.**

3. Purpose. The purpose for which the Limited Liability Company is organized is to acquire, own, finance, develop, improve, lease, operate, manage, sell and otherwise invest in, and deal with, improved and unimproved real estate, and interests related thereto, and to engage in any other activities related or incidental thereto.

4. Mailing Address and Address of Place of Business. The mailing address and address of the place of business in Florida for the Limited Liability Company is:

1713 Mahan Drive, Suite C  
Tallahassee, Florida 32308

5. Registered Agent. The name and address of the initial registered agent in Florida for the Limited Liability Company is:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 PM 1:15

M. Julian Proctor, Jr.  
227 South Calhoun Street  
Tallahassee, Florida 32301

6. Capital Contributions. The total amount of cash and a description and agreed value of property other than cash anticipated to be contributed to the Limited Liability Company is a maximum of \$1,500,000.00. No other property is anticipated to be contributed.

7. Additional Contributions. The total additional contributions, if any, agreed to be made by all members and the times at which, or the events upon the happening of which, they shall be made, are as follows: NONE.

Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

8. Additional Members. Additional members may be admitted to the Limited Liability Company pursuant to the Limited Liability Company's Regulations.

9. Continuity of Business. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, the business of the Limited Liability Company shall be continued, subject to the provisions of the Limited Liability Company's Regulations.

10. Management. The Limited Liability Company shall be managed by a Manager, and the name and address of the initial Manager is as follows:

<u>Name</u>	<u>Address</u>
Thomas C. Proctor, Sr.	1713 Mahan Drive, Suite C Tallahassee, Florida 32308

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 PM 1:15

Executed at Tallahassee, Florida, on the 26<sup>th</sup> day of August, 1998.

By: *Thomas C. Proctor, Sr.*  
Thomas C. Proctor, Sr.  
Member and Manager

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, **THOMAS C. PROCTOR, SR.**, as Member and Manager of **UNIVERSITY CLUB APARTMENTS OF GAINESVILLE, L.L.C.**, who:

- (  ) is personally known to me; or
- ( ) produced a current Florida driver's license as identification; or
- ( ) produced \_\_\_\_\_ as identification; and

who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 26 day of August, 1998.

[NOTARY SEAL]



*Patricia P. Freeman*  
NOTARY PUBLIC

Printed name of Notary Public

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 PM 1:15


MJPUNIVCLUB\GAINESVILLE\articles.org  
014473/80186 (DOR: 08/26/98 2:41pm)

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

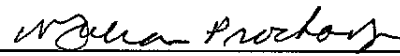
In compliance with Florida Statutes Section 608.415 the following is submitted:

**UNIVERSITY CLUB APARTMENTS OF GAINESVILLE, L.L.C.**, desiring to organize as a Limited Liability Company under the laws of the State of Florida, has designated **227 South Calhoun Street, Tallahassee, Florida 32301**, as its initial Registered Office and has named **M. JULIAN PROCTOR, JR.**, located at said address, as its initial Registered Agent.

**UNIVERSITY CLUB APARTMENTS OF  
GAINESVILLE, L.L.C.**

By:   
Thomas C. Proctor, Sr.  
Member and Manager

Having been named Registered Agent and to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.

  
**M. Julian Proctor, Jr.**  
Registered Agent

Date: August 26, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
26 AUG 27 PM 1:15

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**  
**UNIVERSITY CLUB APARTMENTS OF GAINESVILLE, L.L.C.**

The undersigned member or authorized representative of a member of **University Club Apartments of Gainesville, L.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 \$1,500,000.00.
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 \$1,500,000.00. This total includes amounts from 2 and 3 above.

  
**THOMAS C. PROCTOR, SR.**  
Managing Member

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 27 PM 1:15