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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
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FAX #: (850)922-4

FROM: RICHARD D. SABA  
565

ACCT#: 070540000

CONTACT: RICHARD D SABA  
PHONE: (941)952-0990

FAX #: (941)954-0

361

NAME: VIZCAYA LAKE APARTMENTS II, L.L.C.

AUDIT NUMBER.....H98000015748

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS...0

PAGES..... 7

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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08/25/98 10:03 Florida Department pi /1

P. 01



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 24, 1998

RICHARD D. SABA

SUBJECT: VIZCAYA LAKE APARTMENTS II, L.L.C.  
REF: W98000019340

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 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

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Letter Number: 498A00043812

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**ARTICLES OF ORGANIZATION**  
**OF**  
**VIZCAYA LAKES APARTMENTS II, L.L.C.**

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The undersigned subscribes to these Articles of Organization to form a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I**

The name of this limited liability company shall be **VIZCAYA LAKES APARTMENTS II, L.L.C.**

**ARTICLE II**

The purpose for which this limited liability company has been organized is:

1. To own, hold, sell, assign, transfer, operate, lease, mortgage, plcdge or otherwise deal with that certain real property, together with all improvements located thereon, known as "VIZCAYA LAKES APARTMENTS II" located in Ocoee, Orange County, Florida.
2. To exercise all or any of the limited liability company powers granted or permitted by Florida law necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein or any amendment hereof.
3. To purchase and acquire at the option of this limited liability company any and all of the interests owned and held by each member, provided the capital of this limited liability company is not impaired.
4. To engage in any lawful business as provided by Florida Statutes §608.403 not restricted herein.

**ARTICLE III**

The date this limited liability company's existence shall begin shall be as of the date of filing of acceptance of these Articles of Organization by the Secretary of the State of Florida. The term for which this limited liability company shall exist shall be perpetual.

**ARTICLE IV**

The business of this limited liability company shall be conducted, carried on and managed by the Managing Member designated herein below, who shall serve until the first annual meeting or until his successor is elected and qualified. The name and address of the Managing Member is:

JEFFREY M. CAGAN  
3856 Oakton  
Skokie, Illinois 60076

Notwithstanding the preceding sentence and consistent with Section 608.424 of the Florida Limited Liability Company Act, no single member shall have the power or authority without the written consent of all of the other members to acquire real property; to mortgage, pledge or otherwise encumber the assets or property of the limited liability company; to make a conveyance, sale or disposition of all or substantially all of the assets or property of the limited liability company; or to enter into a contract involving an amount in excess of Ten Thousand Dollars (\$10,000.00).

**ARTICLE V**

Admission of additional members to this limited liability company shall be upon the consent of the majority in interest of the then existing members and payment of a capital

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contribution, in cash or property, to be determined at the time of such admission.

**ARTICLE VI**

The limited liability company shall dissolve upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, but the remaining members upon the consent of a majority in interest shall have the right to continue the business of the limited liability company.

**ARTICLE VII**

The name and post office address of the original subscriber to these Articles of Organization is as follows:

JEFFREY M. CAGAN  
3856 Oakton  
Skokie, Illinois 60076

**ARTICLE VIII**

This limited liability company may in the manner provided by law restrict the transfer or encumbrance of any and all of a member's interest, including, without limitation, provisions for the transfer of any interest owned by retiring, bankruptcy, disabled or deceased members, or any member required to sever financial interests in this limited liability company.

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ARTICLE IX

These Articles of Organization may be amended in the manner provided by law.

ARTICLE X

The initial post office address and the principal office for the conduct of business of this limited liability company is 1024 Vizcaya Lake Road, Ocoee, Orange County, Florida 34761. The members of this limited liability company may from time to time move the principal office to other addresses in Florida. The name and address of the agent for service of process on this limited liability company is RICHARD D. SABA, ESQUIRE, 2033 Main Street, Suite 303, Sarasota, Florida 34237.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 21<sup>st</sup> day of August, 1998.

JEFFREY M. CAGAN

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STATE OF ILLINOIS  
COUNTY OF COOK

BEFORE ME, a notary public authorized to take acknowledgments personally appeared JEFFREY M. CAGAN, who is  personally know to me or  furnished as identification, and executed the foregoing Articles of Organization and he acknowledged to me that he executed such Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid this 21<sup>st</sup> day of August, 1998.

[Signature]  
Notary Public  
My commission expires: 6-6-2000



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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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability company is: VIZCAYA LAKES APARTMENTS II, L.L.C.
2. The name and the Florida street address of the registered agent are:

RICHARD D. SABA, ESQUIRE  
2033 Main Street, Suite 303  
Sarasota, Florida 34237

*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*

  
RICHARD D. SABA, ESQUIRE

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

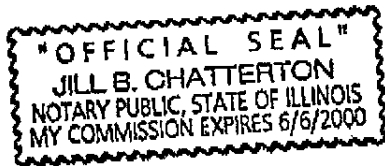
STATE OF ILLINOIS  
COUNTY OF COOK

In compliance with Florida Statute §608.407(2), the undersigned member of VIZCAYA LAKES APARTMENTS II, L.L.C. deposes and says:

1. The limited liability company identified above has at least two (2) members.
2. The total amount of cash contributed by the members is \$ -0-.
3. The agreed value of real property contributed by the members is \$1,300,000.00. A description of the real property is attached as Exhibit "A" and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,300,000.00. This total includes the amounts from 2 and 3 above.

JEFFREY M. CAGAN

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of August, 1998 by JEFFREY M. CAGAN, Member, on behalf of VIZCAYA LAKES APARTMENTS II, L.L.C. He is  personally known to me or  furnished \_\_\_\_\_ as identification.



[Signature]  
Notary Public  
My commission expires: 6-6-2000

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## EXHIBIT "A"

## VIZCAYA LAKE APARTMENTS - PHASE 2

A portion of Section 28, Township 22 South, Range 28 East, Orange County, Florida, being more particularly described as follows:

Commence at the northeast corner of said Section 28, thence run S 00°57'12" E, along the east line of the Northeast 1/4 of said Section 28, a distance of 101.57 feet to a point on the south right-of-way line of State Road 50 (Colonial Drive); thence continue S 00°57'12" E, along said east line of the Northeast 1/4 of said Section 28, a distance of 1644.48 feet to the POINT OF BEGINNING; thence continue S 00°57'12" E, a distance of 440.28 feet to a point on the northerly limited access right-of-way line of the East-West Expressway as described in Official Records Book 4625, page 924, Public Records of Orange County, Florida; thence run along said northerly limited access right-of-way line the following course and distance; thence run S 80°24'27" W, a distance of 685.64 feet; thence run N 22°05'23" W, a distance of 59.07 feet; thence run N 42°31'33" W, a distance of 76.74 feet; thence run N 54°24'23" W, a distance of 106.31 feet; thence run N 57°15'04" W, a distance of 88.55 feet; thence run N 21°06'52" W, a distance of 62.76 feet; thence run N 58°54'37" E, a distance of 173.94 feet; thence run N 25°11'22" W, a distance of 12.50 feet; thence run N 60°43'17" E, a distance of 72.09 feet; thence run N 14°44'01" W, a distance of 73.47 feet; thence run N 16°29'37" E, a distance of 268.18 feet; thence run N 85°48'07" E, a distance of 53.14 feet; thence run N 74°55'19" E, a distance of 105.01 feet; thence run S 47°58'21" E, a distance of 102.24 feet; thence run S 48°06'43" E, a distance of 149.77 feet; thence run S 86°10'55" E, a distance of 249.79 feet; thence run S 00°00'00" E, a distance of 37.03 feet; thence run N 89°02'48" E, a distance of 71.33 feet to the POINT OF BEGINNING.

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