



THE UNITED STATES
CORPORATION
COMPANY

L98000001706

ACCOUNT NO. : 072100000032

REFERENCE : 952270 81686A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 4, 1998

ORDER TIME : 11:03 AM

ORDER NO. : 952270-005

CUSTOMER NO: 81686A

CUSTOMER: Ms. Linda C. Mayol
KEITH MACK, LLP

20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

600002632276--2
-09/04/98-01069-020
****285.00 ****285.00

DOMESTIC FILING

NAME: TIMBERCREEK PROPERTIES, L.L.C.

EFFECTIVE DATE: _

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 2:46

RECEIVED
98 SEP -4 AM 11:41
DIVISION OF CORPORATION

L98-1706

ARTICLES OF ORGANIZATION
OF
TIMBERCREEK PROPERTIES, L.L.C.,
a Florida limited liability company

Pursuant to Section 608.407, Florida Statutes, the undersigned Managing Member hereby files these Articles of Organization with the Secretary of State of the State of Florida for the formation of a limited liability company under the laws of the State of Florida.

ARTICLE I.

The name of the limited liability company is TIMBERCREEK PROPERTIES, L.L.C.

ARTICLE II.

The period of existence of the limited liability company shall be perpetual, commencing on the date these Articles are filed.

ARTICLE III.

The mailing address and street address of the principal office of this limited liability company are:

Street Address

9200 South Dadeland Boulevard
Suite 500
Miami, Florida 33156

Mailing Address

9200 South Dadeland Boulevard
Suite 500
Miami, Florida 33156

ARTICLE IV.

The name and street address of the initial registered agent are:

Registered Agent

Key Corporate Services, Inc.

Address of Registered Office

200 South Biscayne Boulevard
20th Floor
Miami, Florida 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 2:46

ARTICLE V.

The Operating Agreement of this limited liability company contains provisions regarding:

1. The rights of the members to admit additional members and the terms and conditions of the admissions;
2. The rights of the remaining members of this limited liability company to continue the business of this limited liability company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which terminates the continued membership of a member in this limited liability company.

ARTICLE VI.

The name and street address of the initial Managing Member are:

Name

Street Address

EQUITYLINE FINANCIAL GROUP, INC.

9200 South Dadeland Boulevard
Suite 500
Miami, Florida 33156

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 2:46

ARTICLE VII.

The initial Operating Agreement shall be adopted by the Members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the Members of the limited liability company in the manner set forth in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 11th day of August, 1998, at Miami, Florida.

EQUITYLINE FINANCIAL GROUP, INC.,
a Florida corporation

By:


ROBERT E. SPIELMAN, President

HAVING BEEN NAMED AS THE REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, WHO IS FAMILIAR WITH THE OBLIGATIONS OF THAT POSITION, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

KEY CORPORATE SERVICES, INC.

By: 

Edgar Lewis, President

Date: 8-11-98

K:\USR\LCM\SPIELMAN\TIMBERCRA\ART-ORG

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 2:45

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
TIMBERCREEK PROPERTIES, L.L.C.,
a Florida limited liability company**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 SEP - 4 PM 2: 46

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned, personally appeared ROBERT E. SPIELMAN who, upon being duly sworn, certified as follows:

1. He is the president of EQUITYLINE FINANCIAL GROUP, INC., a Florida corporation ("EquityLine").
2. EquityLine is the Managing Member of TIMBERCREEK PROPERTIES, L.L.C. (the "Company").
3. The Company is a limited liability company which has at least two (2) members.
4. The total amount of cash to be contributed by all of the members is \$100.00.
5. Other than the cash stated above, no additional property has been contributed by the members.
6. Other than the cash stated above, it is not anticipated that the members will contribute any additional amount or property.

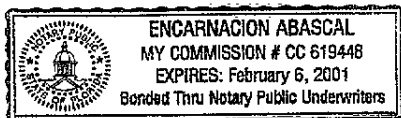
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

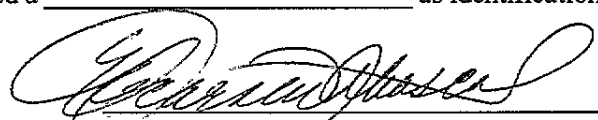


ROBERT E. SPIELMAN

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 11th day of August, 1998, by Robert E. Spielman, as President of EQUITYLINE FINANCIAL GROUP, INC., a Florida corporation, the managing member of TIMBERCREEK PROPERTIES, L.L.C., a Florida limited liability company, on behalf of the corporation and the limited liability company. He is (check one) ☒ personally known to me or ☐ has produced a _____ as identification.





NOTARY PUBLIC, STATE OF FLORIDA
Name: _____
Commission No: _____
My commission expires: _____

[NOTARIAL SEAL]