

L98000001903

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

500002643805--6

-09/18/98--01079--015

***337.50 ***337.50

OFFICE USE ONLY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 3:23

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

1. PARIS-ARCH Creek, L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

RECEIVED
98 SEP 18 PM 2:54
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" 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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 PM 3:09

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 SEP 18 PM 3:23

**ARTICLES OF ORGANIZATION
OF
PALMS-ARCH CREEK, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be PALMS-ARCH CREEK, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 999 Washington Avenue, Miami Beach, Florida 33139.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than December 31, 2027, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is MARTIN W. WASSERMAN, 999 Washington Avenue, Miami Beach, Florida 33139.

ARTICLE V- PURPOSE

The purpose of the Company shall be limited to owning, operating, managing and leasing the property commonly known as the Arch Creek Nursing Home located at 12505 Northeast 16th Avenue, North Miami, Florida (the "Property") and activities incidental thereto.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members ("Members") of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the company only on the unanimous consent of all the Members.

ARTICLE VIII - SEPARATENESS COVENANTS

The Company shall be required to:

- a. Maintain books and records separate from any other person or entity;
- b. Maintain its accounts separate from any other person or entity;
- c. Not to commingle assets with those of any other entity;
- d. Conduct its own business in its own name;
- e. Maintain separate financial statements;
- f. Pay its own liabilities out of its own funds;
- g. Observe all Company formalities;
- h. Maintain an arm's length relationship with its affiliates;
- i. Pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations.
- j. Not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- k. Not acquire obligations or securities of its partners, members or shareholders;
- l. Allocate fairly and reasonably any overhead for shared office space;
- m. Use separate stationery, invoices and checks;
- n. Not pledge its assets for the benefit of any other entity to make any loans or advances to any entity;
- o. Hold itself out as a separate entity;
- p. Correct any known misunderstanding regarding its separate identity; and
- q. Maintain adequate capital in light of its contemplated business operations.

ARTICLE IX - ADMISSION OF NEW MEMBERS

No additional Members shall be admitted to the company except with the unanimous written consent of all the Members of the company and on such terms and conditions as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a Member unless all the other Members of the company other than the Member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE X - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy or dissolution of a Member or Manager, or on the occurrence of any other event that terminates the continued

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 3:23

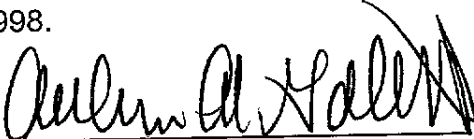
membership of a Member in the company, unless the business of the Company is continued by all the remaining members. Pending the satisfaction of any indebtedness or future indebtedness secured by the Property Members unanimously consent that the Company shall not be dissolved, liquidated or terminated upon the death, bankruptcy, insolvency, dissolution, liquidation, termination, resignation, removal or incapacity of any Member, the remaining Members unanimously consenting to the continuation of the business of the Company, provided there are at least two (2) remaining Members or for any other reason.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 22 1998
PH 3:23

ARTICLE XI - MANAGEMENT

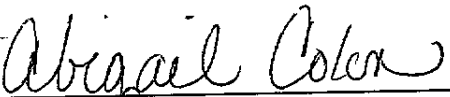
The Company shall be managed by a manager or managers in accordance with regulations adopted by the Members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulations and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial managers of the company are Abraham A. Galbut, 999 Washington Avenue, Miami Beach, Florida.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization on September 17, 1998.


ABRAHAM A. GALBUT

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Sworn to and subscribed before me this 17 day of September, 1998 by ABRAHAM A. GALBUT who is personally known to me, or produced the following identification 17 and who did not take an Oath.


Notary Public - State of Florida
Print Name: _____
My commission expires.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 3:23

EXHIBIT "A"
OF
PALMS-ARCH CREEK, L.C.

The members of the Company shall contribute to the capital of the company the following:

1. The total amount of cash contributed by the members is: \$100,000.00.
2. If any, the agreed value of property other than cash contributed by the members is: \$0.00.
3. The total amount of cash or property anticipated to be contributed by the members is \$100,000.00. This total includes amount from 1 and 2 above.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
PALMS-ARCH CREEK, L.C.**

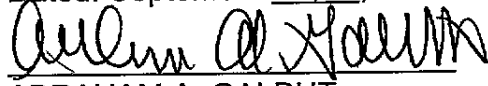
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 3:23

The undersigned member or authorized representative of a member of PALMS-ARCH CREEK, L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is: \$100,000.00.
3. If any, the agreed value of property other than cash contributed by the members is: \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$100,000.00. This total includes amount from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: September 17, 1998.


ABRAHAM A. GALBUT

(In accordance with F.S. 608.408(3), the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ACCEPTANCE OF REGISTERED AGENT

OF

PALMS-ARCH CREEK, L.C.

The undersigned, being the person named in th Articles of Organization of PALMS-ARCH CREEK, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designed in the articles of organization, and accepts the appointment as registered agent 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 or her duties, and is familiar with and accepts the obligations of the position of registered agent.



MARTIN W. WASSEMAN
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 3:23