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

RMC II Florida LLC

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 ARTICLES ONLY
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Other	<input type="checkbox"/>

AMENDMENTS	
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	<input type="checkbox"/>

SEARCHED

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

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

Ordered By: _____

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Name Availability	<i>Mrs</i>
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Updater Verifier	<i>Mrs</i>
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ARTICLES OF ORGANIZATION
of
RMC II FLORIDA, L.L.C.

THE UNDERSIGNED organizer does hereby adopt the following Articles of Organization for the purpose of organizing a limited liability company pursuant to the Florida Limited Liability Company Act.

ARTICLE I
NAME OF LIMITED LIABILITY COMPANY

The name of this limited liability company (the "Company") is:

RMC II FLORIDA, L.L.C.

ARTICLE II
DURATION

The Company's period of duration shall be perpetual unless sooner dissolved upon a statutory event requiring dissolution.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and the street address of the principal office of the Company is 105 South Narcissus Avenue, West Palm Beach, Florida 33401.

ARTICLE IV
NAME AND ADDRESS OF REGISTERED AGENT IN THIS STATE

The name of the Company's registered agent in the State of Florida is UCC Filing and Search Services, Inc., and the street address of said registered agent is 526 East Park Avenue, Tallahassee, FL 32301.

Prepared By:
R. Amy Blum, Esquire
Florida Bar Number 994375
Broad and Cassel
400 Australian Avenue South
Suite 500
West Palm Beach Florida 33401

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ARTICLE V
ADDITIONAL MEMBERS

The member of the Company shall have the right to admit such additional members as are approved upon such additional terms and conditions as set forth in the Company's Regulations.

ARTICLE VI
CONTINUITY OF BUSINESS

Any remaining member or members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VII
MANAGEMENT BY MEMBER

The name and address of the member, who shall serve the initial Manager of the Company is Marilyn Caplan, 12 East 69th Street, New York, NY 10021.

ARTICLE VII
SINGLE PURPOSE ENTITY AND FINANCING PROVISIONS

1. Purpose.

(a) The sole purpose of the Company is to engage, directly or indirectly, in: (i) the acquisition, holding or ownership of a partnership interest in RMC Florida, a Florida general partnership (the "Partnership"), which Partnership holds the real property and the improvements located thereon commonly known as the Citizens Building and located at 105 South Narcissus Avenue, West Palm Beach, FL 33401 (the "Property"), (ii) that certain loan refinance transaction (the "Loan") in the original principal amount of \$3,000,000.00 from Colonial Bank or its successors or assigns ("Lender"), evidenced by certain security instruments and secured by a mortgage on the Property (the "First Mortgage"); (iii) the sale, obtaining of the Release (as defined below) and/or such transfer of the Release Property (as defined below) as the Partnership deems appropriate, or the commercial development of the Release Property; and (iv) any and all other business or activities, wherever located or conducted, incidental, ancillary or reasonably related to, or in furtherance of, any of the businesses and activities referred to in clauses (i), (ii) and (iii) above which are necessary or desirable in order to carry out such businesses or activities.

(b) The "Release Property" shall consist of that excess land on the Property consisting of approximately .3187 acres +/- (13,885 sqft +/-) currently utilized and improved

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as an existing parking lot facility on the Property. A "Release" of the Release Property would be granted upon the terms and conditions contained in the First Mortgage.

2. For so long as the First Mortgage in favor of Lender exists on any portion of the Property, the Company (a) shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property in accordance with the purpose stated in Section 1 above; (b) shall not incur, assume, or guaranty any other indebtedness; (c) shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interests to any entity except as stated in Section 1 above; (d) shall not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute and (e) shall not make any material amendment to these Articles without Lender's prior approval.

3. Any indemnification of the Company's Member shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the Company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

4. For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these Operating Regulations, the Company shall conduct its affairs in accordance with the following provisions:

- (a) It shall observe all limited liability company formalities.
- (b) It shall not commingle assets with those of any member or affiliate.
- (c) It shall conduct its own business in its own name.
- (d) It shall maintain financial statements separate from any member or affiliate.
- (e) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any member or affiliate.
- (f) It shall maintain an arm's length relationship with any member or affiliate.

(g) It shall not guarantee or become obligated for the debts of any other entity, including any member or affiliate, or hold out its credit as being available to satisfy the obligations of others.

(h) It shall not pledge its assets for the benefit of any other entity, including any member or affiliate.

(i) It shall hold itself out as an entity separate from any member or affiliate.

ARTICLE VIII
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of RMC I Florida, L.L.C. certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member(s) is: \$ 0.00;
3. if any, the agreed value of property other than cash contributed by member(s) is: \$750,000.00; and the property contributed is a 25% general partnership interest in RMC Florida, a Florida General Partnership; and
4. the total amount of cash and property continued and anticipated to be contributed by member(s) is said \$750,000.00.



Marilyn Caplan, Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

IN WITNESS WHEREOF, the undersigned Organizer of the Company has hereunto set her signature this 6 day of October, 1998.

Organizer:



Marilyn Caplan

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Organization, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations of such position.

DATED this 7th day of October, 1998.

Ed Hand, Pres.

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