

L98000002935



THE UNITED STATES  
CORPORATION  
COMPANY

W98-26050  
prop.

00789-00524-00671

ACCOUNT NO. : 072100000032

REFERENCE : 036154 4732152

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 337.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 18 PM 12:26

ORDER DATE : November 18, 1998

ORDER TIME : :59 PM

ORDER NO. : 036154-015

CUSTOMER NO: 4732152

100002690731--0

CUSTOMER: Winfield A. Gartner, Esq  
GARTNER BROCK & SIMON  
GARTNER BROCK & SIMON  
Suite 203  
1660 Prudential Drive  
Jacksonville, FL 32207

DOMESTIC FILING

NAME: SOUTHERN GROVE III, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamarã Odom

Name	
Availability	
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Verifier	
Acknowledgement	
P. Verifier	

\*\*\*\*\*FILE THIRD\*\*\*\*\*

EXAMINER'S INITIALS: \_\_\_\_\_

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 18, 1998

CSC CORPORATION COMPANY

SUBJECT: SOUTHERN GROVE III, LLC  
Ref. Number: W98000026050

**RESUBMIT**

Please give original  
submission date as file date.

*Please backdate to  
11-18-98.  
Please file 3rd.  
Thank you.*

We have received your document for SOUTHERN GROVE III, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must include the agreed value and a description of any property contributed by the members. If no property has been contributed, state that on the affidavit.

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

Letter Number: 698A00055511

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DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION  
OF  
SOUTHERN GROVE III, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the Limited Liability Company shall be: SOUTHERN GROVE III, LLC.

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 117 Bouganvilla Drive, Ponte Vedra Beach, Florida 32082.

**ARTICLE III  
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
DURATION**

The period of duration for the Limited Liability Company shall commence on November 13, 1998, and shall continue perpetually, unless terminated: (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

**ARTICLE V  
MANAGEMENT**

The Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

Finlay Properties, Inc.  
117 Bouganvilla Drive  
Ponte Vedra Beach, Florida 32082

Such Manager shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

**ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

**ARTICLE VII  
REGISTERED AGENT AND OFFICE**

The Company designates 117 Bouganvilla Drive, Ponte Vedra Beach, Florida 32082, as the street address of the initial registered office of the Company and names Mr. Christopher Finlay, as the Company's initial registered agent at that address to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 17 day of November, 1998.

FINLAY PROPERTIES, INC.

  
BY: CHRISTOPHER FINLAY

**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 in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is: SOUTHERN GROVE III, LLC.
2. The name and address of the registered agent and office is:

Mr. Christopher Finlay  
117 Bouganvilla Drive  
Ponte Vedra Beach, Florida 32082

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.

  
CHRISTOPHER FINLAY

Date: \_\_\_\_\_

11/17/98

## AFFIDAVIT OF MEMBERSHIP AGREEMENT

The undersigned member or authorized representative of a member of SOUTHERN GROVE III, LLC., deposes and says:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member is \$100.00
- 3) if any, agreed value of property other than cash; none.  
The amount anticipated: none.
- 4) the total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from Item 2 above.



Christopher Finlay

(Signature of a Member or authorized representative of a Member)

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