

U98000003252



THE UNITED STATES  
CORPORATION  
COMPANY

W98-2966  
00789-00524-00671  
ACCOUNT NO. : 072100000032

REFERENCE : 063436 4303929

AUTHORIZATION : Patricia Pijoto

COST LIMIT : \$-285.00 \$293.75

ORDER DATE : December 14, 1998

ORDER TIME : 10:53 AM

ORDER NO. : 063436-005

CUSTOMER NO: 4303929

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CUSTOMER: Gregory M. Marks, Esq  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: SUN AND SURF CLUB COMMUNITY  
PROJECT, 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  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

Name	MAH
Availability	MAH
Document	MAH
Examiner	MAH
Updater	MAH
Updater	MAH
Verityer	MAH
Acknowledgement	MAH
P. Verityer	MAH

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 14 AM 9:04

RECEIVED  
98 DEC 14 AM 11:29  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 14, 1998

CSC

SUBJECT: SUN AND SURF CLUB COMMUNITY PROJECT, L.L.C.  
Ref. Number: W98000027966

We have received your document for SUN AND SURF CLUB COMMUNITY PROJECT, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide a description of the property contributed by the members, as listed on the affidavit.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

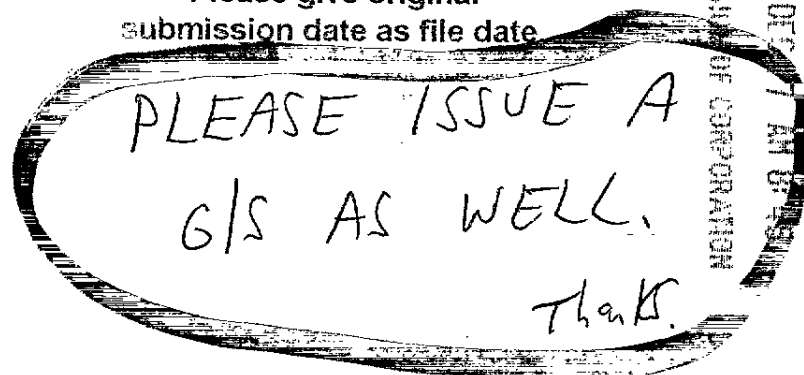
If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 998A00058909

**RESUBMIT**

Please give original  
submission date as file date



**ARTICLES OF ORGANIZATION  
OF  
SUN AND SURF CLUB COMMUNITY PROJECT, L.L.C.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 14 AM 9:04

**ARTICLE I - Name**

The name of the Limited Liability Company is SUN AND SURF CLUB COMMUNITY PROJECT, L.L.C. (the "Company").

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Company is: 1777 7<sup>th</sup> Avenue North, Lake Worth, Florida 33461.

**ARTICLE III - Duration**

The Company shall exist until December 31, 2005, unless sooner dissolved in accordance with the Company's Regulations or Florida law.

**ARTICLE IV - Management**

The Company will be managed by a group of Managers in accordance with the Regulations adopted by all of the Members. The Managers shall be elected by the Members in the manner provided for in the Regulations of the Company. The Board may also appoint individuals to hold the office of President, Treasurer and Secretary and such other offices as the Board determines appropriate, and such officers shall have those responsibilities accorded to them by the Managers or as set forth in the Regulations of the Company. The name and address of the initial Manager who shall serve until his successor is selected is as follows:

Albert Giachetti  
1777 7<sup>th</sup> Avenue North  
Lake Worth, Florida 33461

**ARTICLE V - Members' Right to Continue Business**

The remaining Members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

**ARTICLE VI - Registered Agent and Office**

The street address of the Company's initial registered office is 1777 7<sup>th</sup> Avenue North, Lake Worth, Florida 33461, and the name of its initial registered agent at such office is Albert Giachetti.

Dated: December \_\_\_\_, 1998

By: \_\_\_\_\_

Albert Giachetti, a Member

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of SUN AND SURF CLUB COMMUNITY PROJECT, L.L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.

By: \_\_\_\_\_


Albert Giachetti, Registered Agent

Dated: December \_\_\_\_, 1998.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of SUN AND SURF CLUB COMMUNITY PROJECT, L.L.C. deposes and says:

1. the total amount of cash contributed by the members is \$330,000.
2. the agreed value of property other than cash contributed by members is: \$70,000.
3. the total amount of cash or property anticipated to be contributed by members is \$400,000. This total includes amount from 1 and 2 above.

  
Albert Giachetti, (a Member)

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

MIAMI/MARKSG/1004123/ISsb01!.DOC/12/10/98

**Attachment to Affidavit of Membership and Contributions  
for Sun and Surf Club Community Project, L.L.C.**

(Property Description for Item 2) - The property is a purchaser's interest under Contract for Sale and Purchase dated October 7, 1998 for following described property:

That certain property located in Palm Beach County, Florida, specifically Lots 54 and 55 of Sun and Surf Club Community, according to the Plat thereof recorded in Plat Book 27, Page 116, of Public Records of Palm Beach County, Florida.