

# L98000003344

ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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ASAP

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☐ Certificate of Status

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

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

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

|                    |            |
|--------------------|------------|
| Name               | <u>MSA</u> |
| Availability       | <u>MSA</u> |
| Document Examiner  | <u>MSA</u> |
| Updater            | <u>MSA</u> |
| J. Carter Verifier | <u>MSA</u> |
| Acknowledgement    | <u>MSA</u> |
| W. P. Verifier     | <u>MSA</u> |

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Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
HERNDON VILLAGE ASSOCIATES, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, *Florida Statutes*, do hereby certify as follows:

**ARTICLE I  
NAME**

The name of the limited liability company is HERNDON VILLAGE ASSOCIATES, L.L.C. (the "Company").

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Company is 1310 South Pennsylvania Avenue, Winter Park, Florida 32789.

**ARTICLE III  
DURATION**

The period of duration of the Company will be from the date of the filing of these Articles of Organization until December 31, 2028.

**ARTICLE IV  
MANAGEMENT**

The Company will be managed by the Members. The initial Manager (the "Manager") of the Company will be

Michael A. Collard

1310 S. Pennsylvania Ave.  
Winter Park, FL 32789

The Manager will serve as the Manager until the first annual meeting of Members or until his successor is elected and qualified.

**ARTICLE V**  
**ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted to the Company upon the approval of all Members.

**ARTICLE VI**  
**TERMINATION OF MEMBERSHIP**  
**AND CONTINUANCE OF BUSINESS**

The Company will not be dissolved upon the retirement, resignation or expulsion of a Member, or any other occurrence which terminates a Member's membership in the Company, unless the Members, other than the affected Member, vote unanimously that the Company be dissolved and liquidated.

**ARTICLE VII**  
**REGULATIONS AND OPERATING AGREEMENT**

The management and affairs of the Company will be conducted in accordance with the Operating Agreement of the Company adopted by the Members, as the same may from time to time be amended in accordance with the terms thereof.

**ARTICLE VIII**  
**PURPOSE**

The Company's business and purpose shall consist solely of the acquiring, owning, holding, financing, selling, leasing, transferring, exchanging, operating and managing of the real estate project ("Project") known as the Herndon Village located in the City of Orlando, Florida, and such other activities as are necessary, incidental or appropriate in connection therewith.

**ARTICLE IX**  
**TITLE TO COMPANY PROPERTY**

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.

**ARTICLE X**  
**EFFECT OF BANKRUPTCY,**  
**DEATH OR INCOMPETENCE OF A MEMBER**

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetence of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Percentage Interest in the Company shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. Upon the transfer of the Percentage Interest of any Member, the new Member shall deliver a nonconsolidation opinion acceptable to the holder of the Mortgage and any applicable rating agency concerning, as applicable, the Company, the new Member and any other persons or entities deemed necessary by such holder and rating agencies.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 369 N. New York Avenue, 3rd Floor, Winter Park, Florida 32789, and the name of the initial registered agent of the Company at that address is J. Lindsay Builder, Jr.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 21st day of December, 1998.

  
\_\_\_\_\_  
Michael A. Collard

**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 to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is: HERNDON VILLAGE ASSOCIATES, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

J. Lindsay Builder, Jr.  
c/o Graham, Clark, Jones, Builder, Pratt & Marks  
369 N. New York Avenue, 3rd Floor  
Winter Park, Florida 32789

HERNDON VILLAGE ASSOCIATES, L.L.C.

By:   
Michael A. Collard, Manager

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.

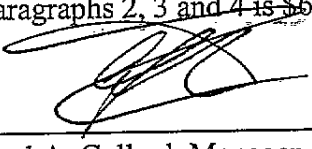
  
J. Lindsay Builder, Jr.

Date: December 21, 1998

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned Member of HERNDON VILLAGE ASSOCIATES, L.L.C., deposes and says:

1. HERNDON VILLAGE ASSOCIATES, L.L.C., a Florida limited liability company (the "Company") has at least two (2) Members.
2. The total amount of cash contributed by the Members of the Company is \$600,000.00;
3. The agreed value of property other than cash to be contributed by Members of the Company is approximately \$-0-.
4. The total amount of cash and property anticipated to be contributed by Members of the Company is \$-0-.
5. The total of the amounts listed in Paragraphs 2, 3 and 4 is \$600,000.00.

  
\_\_\_\_\_  
Michael A. Collard, Manager

(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.)