

L99000000418

BROAD AND CASSEL

ATTORNEYS AT LAW

BOCA RATON · FT. LAUDERDALE · MIAMI · ORLANDO · TALLAHASSEE · TAMPA · WEST PALM BEACH

390 NORTH ORANGE AVENUE

SUITE 1100

ORLANDO, FLORIDA 32801

PO BOX 4961 (32802-4961)

TEL: (407) 839-4200

FAX: (407) 425-8377

00789-02544 -00671

W99-385

December 28, 1998

Reply to:

HELEN BROCK FORD

DIRECT LINE: (407) 481-5222

DIRECT FAX: (407) 650-0952

INTERNET: hford@broadandcassel.com

Florida Department of State
New Filings Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Brownstone, LLC

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Organization of Brownstone, LLC, together with our firm's check in the amount of \$285.00 representing the filing fee for said articles. Please return a filed copy of the enclosed articles to the undersigned at your earliest convenience.

Sincerely,



Helen Brock Ford
Paralegal

/hbf

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 26 AM 9:26

300002727443--7
-12/31/98--01025--001
***285.00 ***285.00

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 7, 1999

HELEN BROCK FORD
BROAD AND CASSEL
390 NORTH ORANGE AVE., SUITE 1100
ORLANDO, FL 32801

SUBJECT: BROWNSTONE, LLC
Ref. Number: W99000000385

We have received your document for BROWNSTONE, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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: 999A00000690

ARTICLES OF ORGANIZATION
OF
BROWNSTONE OF ORLANDO, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 26 AM 9:27

The undersigned (the "Members") acting as the organizers of BROWNSTONE OF ORLANDO, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is BROWNSTONE OF ORLANDO, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 1712 Demetree Drive, Winter Park, Florida 32789.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager and the name and address of the initial manager who is to serve as manager until the first annual meeting of members or until her successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Frances Sirianni	1712 Demetree Drive Winter Park, FL 32789

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Frances Sirianni, Incorporator, and the street address of the Company's registered agent is 1712 Demetree Drive, Winter Park, Florida 32789. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

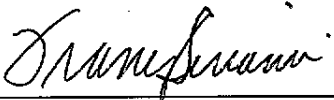
ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Shares:

The Company is authorized to issue both voting and nonvoting shares of common stock, par value \$.01 per share. All common stock shall be identical in all respects except the nonvoting common stock shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting common stock.

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as of this 22nd day of December, 1998.

By: 
Frances Sirianni, Incorporator

**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT 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 BROWNSTONE OF ORLANDO, LLC.
2. The name and address of the registered agent and his office is:

Frances Sirianni
1712 Demetree Drive
Winter Park, Florida 32789

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.

By: _____

Frances Sirianni

Dated this 22nd day of December, 1998.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ORANGE

The undersigned, Frances Sirianni, Incorporator, Affiant herein, hereby duly sworn, deposed and states:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$0.00.
3. The agreed value of property other than cash contributed by the members is \$ 16,000.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by the members is \$ 16,000.00. This total includes amounts from 2 and 3 above.

Further Affiant Sayeth Naught.

By: Frances Sirianni
Frances Sirianni, Incorporator

The foregoing instrument was acknowledged before me this 22nd day of December, 1998, by Frances Sirianni, Incorporator, and who is either personally known to me or who has produced N/A as identification.

Scott G. Miller
(Signature of Notary Public)

(Typed name of Notary Public)
Notary Public, State of Florida
Commission No.:
My commission expires:



Scott G Miller
My Commission CC793089
Expires November 24, 2002

PROPERTY CONTRIBUTED BY THE MEMBERS

General partnership units in Brownstone Partnership, Ltd., a Florida limited partnership