

L99000001256

ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

300002793553--2

-03/03/99-01053-026

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Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)

2. _____ (Corporation Name) _____ (Document #)

3. _____ (Corporation Name) _____ (Document #)

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☐ Will wait

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☐ Certificate of Status

Acknowledgment

W. R. Veasy

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
Amendment
Resignation of R.A., Officer/ Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

99 MAR -3 PM 2:02

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RECEIVED
99 MAR -4 PM 3:07

March 3, 1999

ATTORNEYS TITLE

SUBJECT: LAKELAND PROPERTIES L.L.C.
Ref. Number: W99000005240

We have received your document for LAKELAND PROPERTIES 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):

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.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 999A00009769

FILED
99 MAR -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
LAKELAND RESIDENCES L.L.C.**

The undersigned, the initial member of Lakeland Residences L.L.C., a Florida limited liability company formed hereunder (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: Lakeland Residences L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

1901 W. Cypress Creek Road, Suite 415
Ft. Lauderdale, Florida 33309

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

1901 W. Cypress Creek Road, Suite 415
Ft. Lauderdale, Florida 33309

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be.

STEPHEN A. CHETEK
1901 W. Cypress Creek Road, Suite 415
Ft. Lauderdale, Florida 33309

FILED
99 MAR -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members by written consent of a majority of the members of the Company. Any new member approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the managers of the Company provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

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 shall not dissolve the Company and the remaining members may continue the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by members. The names and addresses of the initial members of the Company who shall also serve as managers, are:

Initial Managers:	Address:
Stephen A. Chetek	1901 W. Cypress Creek Road, Suite 415 Ft. Lauderdale, Florida 33309
David Multack	550 Frontage Road, Suite 3405 Northfield, IL 60093
Arthur Evans	180 N. LaSalle Street Chicago, IL 60601
Kenneth R. Andre	8833 Gross Point Road, Suite 209 Skokie, Illinois 60077

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99 MAR -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, subject to the first obtaining the consent of a majority in interest of the members, the Managers may amend the Regulations, provided that in no event, without the consent of all members, shall any amendment: (a) expressly increase the limited liability of the members, (b) modify the term of the Company, (c) obligate any member to make additional capital contributions to the Company, (d) modify any provision granting any voting rights to the members, or (e) amend the Regulations to modify any of the foregoing. Notwithstanding the preceding sentence, no consent of the members shall be required for the Managers to enter into amendments which: (a) increase the duties, obligations or liabilities of the Managers or limit or reduce their rights or powers, (b) reduce the obligations or liabilities of the members or increase their rights and benefits, (c) place the Company in compliance with then current tax laws, or (d) correct any ambiguity or cure any inconsistency in the Regulations.

IN WITNESS WHEREOF, the undersigned ~~authorized~~ representative has executed the foregoing Articles of Organization as of this 15 day of March, 1999.

AUTHORIZED REPRESENTATIVE:


STEPHEN A. CHETEK

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99 MAR -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as authorized representative of the initial members of Lakeland ~~Residences~~ L.L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:
\$100.00
3. The anticipated amount of additional capital contributions to the company made by the members will be as follows:
\$2,835,000
4. There have been no contributions to the Company made by the members other than cash contributions.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as the authorized representative of the initial members of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: March 1, 1999

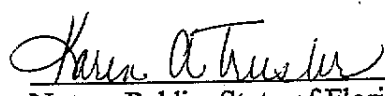
INITIAL MEMBER:


STEPHEN A. CHETEK

SWORN TO AND SUBSCRIBED before me, the undersigned authority, this 1st day of March, 1999, by STEPHEN A. CHETEK, Affiant, who is personally known to me and who did take an oath.

My Commission Expires:




Notary Public, State of Florida

Print Name: Karen A Trusler

FILED
99 MAR -4 PM 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida

Limited Liability Company Act:

Having been appointed registered agent of *LAKELAND Residences L.L.C.*, in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated: March 1, 1999


STEPHEN A. CHETEK

g:\legal\chetek\Lakeland\Articles.org
2/25/99

FILED
99 MAR -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA