



THE UNITED STATES  
CORPORATION  
COMPANY

1990000001336

ACCOUNT NO. : 072100000032

REFERENCE : 155109 4340472

AUTHORIZATION :-

*Patricia Pizeto*

COST LIMIT : \$ 285.00

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

FILED

ORDER DATE : March 3, 1999

ORDER TIME : 12:37 PM

ORDER NO. : 155109-005

CUSTOMER NO: 4340472

CUSTOMER: Ms. Lourdes Rivera  
ZAFRIN, P.C.  
ZAFRIN, P.C.  
7th Floor  
270 Madison Avenue  
New York, NY 10016

700002796277--1

DOMESTIC FILING

NAME: LAKE MARY CENTER ASSOCIATES  
LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

199-1336

Name	<i>CR</i>
Availability	<i>23-10</i>
Document	<i>CR</i>
Examiner	<i>CR</i>
Updater	<i>CR</i>
Under	<i>CR</i>
Verifier	<i>CR</i>
Acknowledgment	<i>CR</i>
W. P. Verifier	<i>CR</i>

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 5, 1999

KAREN ROZAR  
CSC

SUBJECT: LAKE MARY CENTER ASSOCIATES LLC  
Ref. Number: W99000005475

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for LAKE MARY CENTER ASSOCIATES LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

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

Tammi Cline  
Document Specialist

Letter Number: 099A00010394

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99 MAR 10 AM 8:52

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAR -5 PM 5:00

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# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is: **LAKE MARY CENTER ASSOCIATES LLC**

## ARTICLE II - Address:

The mailing address and street address of the principal place of business of the Limited Liability Company is: 1701 Cheltenham Drive, Orlando, Florida 32835

## ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Sixty (60) years.

## ARTICLE IV - Management:

(Check appropriate box and complete the statement)

- ☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:
- ☒ The Limited Liability Company is to be managed by the members and name(s) and address(es) of the managing member(s) is/are: Vincent Garrow, 15 East 40th Street, Suite 340, New York, New York 10016.

## ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: There shall be no right to admit additional members.

## ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be:

To continue the company. The retirement, resignation, expulsion, bankruptcy, or dissolution of a member shall not constitute a dissolution of the company. The retiring member shall have one year from the date of the retirement, etc to obtain a bonafide purchaser to purchase the entire interest of the retiring member. If the retiring member shall have received a bona fide arm's length written

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offer, which is unconditional except as hereinafter provided (hereinafter called the "Bona Fide Offer"), for the purchase of such Interest the Seller shall give a notice in writing (hereinafter called "Option Notice") to the other Members and owner of Economic Interest (hereinafter called the "Remaining Members"), setting forth such desire to sell such Interest, which notice shall be accompanied by a photocopy of the original executed Bona Fide Offer and shall set forth at least the name and address of the Outside Party and the price and terms of such offer.

(A) Within thirty days after the giving of the Option Notice, any or all of the Remaining Members may elect to purchase the entire interest of the Seller for which the Bona Fide Offer was made, at the same price and upon the same terms and conditions as contained in the Bona Fide Offer, in which event the Remaining Members shall be obligated to purchase and the Selling Member shall be obligated to sell such shares at the same price per share and upon the same terms and conditions as contained in the Bona Fide Offer. Each Member shall be required to purchase the Interest of the Seller in proportion to the Interest in the Company of each Remaining Member.

(B) If any of the Remaining Members is unable to purchase his proportionate share of the Selling Member's interest then and in that event any other of the Remaining Members may purchase the share.

(C) Failure of the Remaining Members to exercise their right of first refusal shall constitute a consent to the sale by the retiring member to the outside party and upon such failure the purchaser shall become a member without any further vote being required.

In the event of the death of a Member, a member may leave his entire interest or any portion thereof by testamentary devise to one or more distributees or devisee. Such a testamentary devise shall not ipso facto constitute a dissolution of the Company or a withdrawal event. For a period of one year after the death of such member, his Estate or personal representative shall be entitled to exercise the deceased member's rights as a member. However, the Estate shall have one year from the date of death of the member to elect as follows:

(a) To obtain a bonafide purchaser to purchase the entire interest of the deceased member. Should said bonafide purchaser make an offer and the remaining members do not exercise their right of first refusal hereunder and vote to allow such a sale, then the bonafide purchaser shall become a member without the necessity of any further approval by the members and the Company shall become reconstituted with the purchaser as a new member.

(b) To elect to retain the economic interest without any voting rights in which case the economic interest can be distributed to one or more distributees, in which case the Company shall be reconstituted among the Remaining Members.

## ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of LAKE MARY CENTER ASSOCIATES LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is: \$71,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$-0-  
(A description of the property is attached and made a part hereof); and
- 4) the total amount of cash and property contributed and anticipated to  
contributed by member(s) is \$821,000.00

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.

(In accordance with § 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.)

\_\_\_\_\_  
MARK H. ZAFRIN

Typed or printed name of signee.

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## **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: **LAKE MARY CENTER ASSOCIATES LLC**
2. The name and the Florida street address of the registered agent are:

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, Florida 32301

*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: Karen B. Rozar

SIGNATURE

**Karen B. Rozar, Asst. Sec.  
Corporation Service Company**

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