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ORDER DATE : March 19, 1999

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ORDER NO. : 175581-005

CUSTOMER NO: 159607A

CUSTOMER: Christie S. Jones, Esq  
CHRISTIE S. JONES, P.A.  
CHRISTIE S. JONES, P.A.  
126 21st Avenue Northeast

Saint Petersburg, FL 33704-4541

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-03/19/99-01100-004  
\*\*\*\*293.75 \*\*\*\*293.75

DOMESTIC FILING

NAME: AMELIA APARTMENTS OF JACKSONVILLE, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: \_\_\_\_\_

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|-------------------|------|
| Name              | 3-19 |
| Availability      |      |
| Document Examiner |      |
| Updater           |      |
| Updater Verifier  |      |
| Acknowledgment    |      |
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ARTICLES OF ORGANIZATION  
OF  
AMELIA APARTMENTS OF JACKSONVILLE, LLC

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (hereinafter referred to as the "Act"), does hereby adopt the following Articles of Organization:

ARTICLE I. NAME. The name of the Company is AMELIA APARTMENTS OF JACKSONVILLE, LLC, and such name shall be used at all times in connection with the conduct of the Company's business.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS. The mailing address and street address of the Company's initial principal place of business shall be 1030 Seaside Drive, Sarasota, Florida 34242. The Managing Member may change the location of the Company's principal place of business from time to time. The Managing Member shall make any filing and take any other action required by applicable law in connection with the change, and shall give notice to all other Members of the new location of the Company's principal place of business promptly after the change becomes effective. The Managing Member may establish and maintain additional places of business for the Company.

ARTICLE III. TERM. The Company shall have perpetual existence until it is dissolved and its affairs wound up in accordance with its Regulations and the Act.

ARTICLE IV. MANAGING MEMBER. The Company is to be managed by the Members, and the name and address of the Managing Member is Kevin M. Mattoni, 1030 Seaside Drive, Sarasota, Florida 34242. Subject to the provisions of the Regulations, the business and affairs of the Company shall be managed under the direction of the Managing Member, who may exercise all powers of the Company and perform or authorize the performance of all lawful acts which are not by the Act or the Regulations directed or required to be exercised or performed by the Members. All acts of the Managing Member within the scope of its authority shall bind the Company.

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS. Additional Members may be admitted to the Company upon the written approval of all existing Members, and in accordance with the provisions of the Regulations of the Company. Without the prior written consent of the other Members, no Member or Assignee may transfer all or any part of that Member's or Assignee's Membership Interest. Any attempted transfer of all or any part of a Member's or Assignee's Membership Interest shall be null and void and of no legal effect. An Assignee has no Management Rights unless (i) the assigning Member so provides in the

instrument of assignment, (ii) the Assignee agrees in writing to be bound by the provisions of the Regulations, and (iii) the transfer has been approved by the Members in accordance with Article IX of the Regulations. Until such time, the only rights of an Assignee are the Economic Rights allocable to the Transferred Membership Interest.

ARTICLE VI. MEMBERS' RIGHT TO CONTINUE BUSINESS. Subject to the applicable provisions of the Regulations of the Company, the remaining Members of the Company have the right but not the obligation to continue the business of the Company upon 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.

ARTICLE VII. REGISTERED AGENT AND OFFICE. The Company's initial registered agent for service of process and initial registered office in the State of Florida shall be Christie S. Jones, Esquire, of Christie S. Jones, P.A. The street address of the registered agent is 126-21st Avenue Northeast, St. Petersburg, Florida 33704-4541.

ARTICLE VIII. PURPOSE. The general purposes for which the Company is organized are the following:

A. to engage in any lawful act or activity which may be carried on by a limited liability company under the Act which the Members may from time to time authorize or approve pursuant to the provisions of the Regulations, whether or not related to the business described in the Regulations or to any other business at the time engaged in by the Company.

B. the Company shall have all powers of a limited liability company under the Act and the power to do all things necessary or convenient to operate its business and accomplish its purposes as described in this Article VIII.

ARTICLE IX. DEFINED TERMS. All terms used in these Articles of Organization which are not defined herein shall have the meanings ascribed to them in the Regulations of Amelia Apartments of Jacksonville, LLC.

ARTICLE X. AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. The undersigned Managing Member of Amelia Apartments of Jacksonville, LLC, certifies that:

A. the above-named limited liability company has at least one Member;

B. the total amount of cash contributed by the Members is \$ 0;

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- C. if any, the agreed value or property other than cash contributed by the Members is (a description of the property is attached and made a part hereof); and \$ 0;
- D. the total amount of cash and property contributed and anticipated to be contributed by the Members is \$ 250,000.00.

[Signature]  
 Signature of a Member of an authorized representative of a Member

(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.)

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KEVIN MATTONI

Typed or printed name of signer

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 18th day of March, 1999.

[Signature]  
 KEVIN M. MATTONI, as Managing Member

STATE OF FLORIDA )  
 COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me, a notary public authorized to take acknowledgments in the State and County set forth above, by KEVIN M. MATTONI, as Managing Member, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath, and he acknowledged to and before me that he executed said Articles of Organization for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of March, 1999, in the aforesaid County and State.

Christie S. Jones  
 Signature of Notary Public

CHRISTIE S. JONES  
 Printed Name of Notary Public

Commission Number: 00549514



CHRISTIE S JONES  
 My Commission CC549514  
 Expires Apr. 22, 2000

**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 AMELIA APARTMENT JACKSONVILLE, LLC.
2. The name and the Florida street address of the registered agent are:

CHRISTIE S. JONES, ESQUIRE  
CHRISTIE S. JONES, P.A.  
126-21ST AVENUE NORTHEAST  
ST. PETERSBURG, FLORIDA 33704-4541

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 18th day of March, 1999.

  
CHRISTIE S. JONES, ESQUIRE

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