

L99000001724

TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

400002812994-- 4  
-03/22/99--01051--001  
\*\*\*\*293.75 \*\*\*\*293.75

SUBJECT: SOUTHERN CENTERS AT IMMOKALEE, L.C.  
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy of the articles of organization and a check for:

☐ \$285.00  
Filing Fee  
& Registered  
Agent designation

☒ \$293.75  
Filing Fee,  
Registered Agent  
Designation &  
Certificate

☐ \$337.50  
Filing Fee,  
Registered Agent  
Designation &  
Certified Copy

☐ \$346.25  
Filing Fee,  
Registered Agent  
Designation,  
Certified Copy &  
Certificate

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAR 22 AM 9:56

FILED

FROM: RANDALL KELLA SOCIAL SECURITY # 267-90-2667  
Name (Printed or typed)

3701 GALT OCEAN DRIVE

Name <u>3/26/99</u> Availability <u>dec</u>	Address
Document Examiner DCC	FORT LAUDERDALE, FL 33308
Updater DCC	City, State & Zip
Updater Verifier DCC	(954) 561-9305
Acting Verifier DCC	Daytime Telephone number
W. P. Verifier DCC	

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NOTE: Please provide the original and one copy of the articles.

7 pages

**ARTICLES OF ORGANIZATION  
OF  
SOUTHERN CENTERS AT IMMOKALEE, L.C.**

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TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

**ARTICLE I**  
**NAME**

The name of the limited liability company is SOUTHERN CENTERS AT IMMOKALEE, L.C.

**ARTICLE II**  
**DURATION**

The period of this company's duration shall be perpetual, unless terminated by unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

**ARTICLE III**  
**ADDRESS**

The mailing and street address of the principal office of the limited liability company is 3701 Galt Ocean Drive, Fort Lauderdale, Florida 33308.

**ARTICLE IV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the company is 3701 Galt Ocean Drive, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this company at that address is RANDALL KELLA.

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new member.

ARTICLE VI  
RIGHT TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE VII  
MANAGEMENT OF COMPANY

Management of the company is reserved to the Members. The name and address of the Managerial Member is:

RANDALL KELLA

3701 Galt Ocean Drive  
Ft. Lauderdale, Florida 33308

ARTICLE VIII  
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this company may only be transferred or assigned if all the remaining Members of this company approve of such transfer of assignment by unanimous written consent. Otherwise, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the company or to become a Member, and shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that Member otherwise would be entitled.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 11<sup>th</sup> day of March 1999.

  
RANDALL KELLA, Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above state limited liability company at the place designated in the Articles of Organization, I hereby accept this 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 obligation of my position as registered agent.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 11<sup>th</sup> day of March, 1999.

By: \_\_\_\_\_

  
RANDALL KELLA

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
FLORIDA STATUTES SECTION 608.407(2)**

STATE OF FLORIDA  
COUNTY OF BROWARD

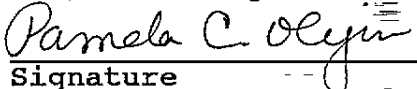
Before the undersigned authority, personally appeared  
RANDALL KELLA, who, on oath says:

1. Affiant is a member of SOUTHERN CENTERS AT IMMOKALEE,  
L.C.
2. That SOUTHERN CENTERS AT IMMOKALEE, L.C. has at least  
two members.
3. The total amount of cash contributed by the member(s)  
is  
\$ 100,000.
4. The amount of cash and description and agreed value of  
the property other than cash contributed by the members  
is \$ 500,000. all cash.
5. The amount anticipated to be contributed by the members  
is \$ 100,000.
6. The total amount of 3,4 and 5 is 700,000.

FURTHER AFFIANT SAYETH NAUGHT.

  
RANDALL KELLA

Sworn to and subscribed before me this 11<sup>th</sup> day of  
March, 1999, by RANDALL KELLA, who is personally known to  
me.

  
Signature

Pamela C. Olejar  
Print Name

NOTARY PUBLIC STATE OF FLORIDA  
Commission Expiration and  
Serial Number:

CC 669926

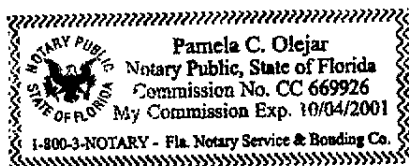


EXHIBIT "A"

SOUTHERN CENTERS AT IMMOKALEE, L.C.

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TALLAHASSEE, FLORIDA

DESCRIPTION:

COMMENCING AT THE SOUTHWEST CORNER OF THE NORTHWEST ONE-QUARTER OF SECTION 33, TOWNSHIP 46 SOUTH, RANGE 29 EAST, RUN ALONG THE CENTERLINE OF LAKE TRAFFORD ROAD, N 88°51'30" E 100.00 FEET; THENCE N 00°52'10" W 30.00 FEET TO THE INTERSECTION OF THE EAST RIGHT-OF-WAY LINE OF STATE ROAD 29 AND THE NORTH RIGHT-OF-WAY LINE OF LAKE TRAFFORD ROAD FOR THE POINT OF BEGINNING; THENCE CONTINUE ALONG THE EAST RIGHT-OF-WAY LINE OF STATE ROAD 29, N 00°52'10" W 300.00 FEET; THENCE EASTERLY AND PARALLEL WITH LAKE TRAFFORD ROAD, N 88°51'30" E 270.00 FEET; THENCE SOUTHERLY AND PARALLEL WITH STATE ROAD NO. 29, S 00°52'10" E 300.00 FEET TO THE INTERSECTION OF THE NORTH RIGHT-OF-WAY LINE OF LAKE TRAFFORD ROAD; THENCE ALONG SAID RIGHT-OF-WAY LINE, S 88°51'30" W 270.00 FEET TO THE POINT OF BEGINNING.

CONTAINING 2.26 ACRES  
98,605 SQ FT

NOTE: THIS DESCRIPTION COMBINES THE TWO PARCELS DESCRIBED  
IN O.R. BOOK 1433, PAGE 2102 & O.R. BOOK 2379, PAGE 2099.

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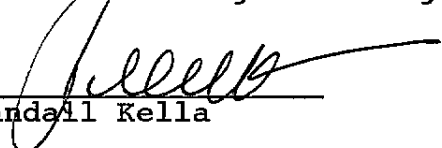
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is SOUTHERN CENTERS AT IMMOKALEE, L.C.
2. The name and address of the registered agent and office is:

Randall Kella  
3701 Galt Ocean Drive  
Fort Lauderdale, FL 33308

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 provision 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.

  
Randall Kella

3/11/99  
Date