

L99000001938



ACCOUNT NO. : 072100000032

REFERENCE : 194842 4307842

AUTHORIZATION :

COST LIMIT : \$ 285,000.00

*Patricia Pizant*

ORDER DATE : April 6, 1999

ORDER TIME : 10:57 AM

ORDER NO. : 194842-005

500002830715--0

CUSTOMER NO: 4307842

CUSTOMER: Michael E. Goodbread, Jr., Esq  
MARTIN ADE BIRCHFIELD &  
MARTIN ADE BIRCHFIELD &  
One Independent Dr., Ste 3000  
Post Office Box 59  
Jacksonville, FL 32201

DOMESTIC FILING

NAME: JCD CROSSROADS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/6/99	CERTIFIED COPY
Availability	XX	PLAIN STAMPED COPY
		CERTIFICATE OF GOOD STANDING
Document		
Examiner	CONTACT PERSON: Robert Maxwell	
Updater		
Updater		
Verifier		
Acknowledgement	DCC	
W. P. Verifier	DCC	

EXAMINER'S INITIALS:

L99000001938

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -6 PM 2:21

RECEIVED  
99 APR -6 AM 11:25

**CONSENT TO USE OF SIMILAR NAME**

---

To: Secretary of State, Florida  
904 East Gaines Street  
Tallahassee, Florida 32399

The undersigned, Jack C. Demetree, as a General Partner of Crossroads Apartments of Orlando, Ltd., a Florida limited partnership ("the Partnership"), hereby consents to the formation of two Florida limited liability companies to be known as "JCD Crossroads, L.L.C." and "WCD Crossroads, L.L.C.", respectively.

IN WITNESS WHEREOF, the undersigned has executed this Consent effective as of

December 16, 1998

Crossroads Apartments of Orlando, Ltd., a  
Florida limited partnership

By: Jack C. Demetree  
Jack C. Demetree  
Its General Partner

ARTICLES OF ORGANIZATION  
OF  
JCD CROSSROADS, L. L. C.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -6 PM 2:21

ARTICLE I  
NAME

The name of the limited liability company is JCD Crossroads, L.L.C. (the "Limited Liability Company").

ARTICLE II  
EXISTENCE AND DURATION

The existence of the Limited Liability Company shall commence on filing of these Articles of Organization and its existence shall be perpetual unless it is earlier dissolved as provided in its Operating Agreement or by operation of the Florida Limited Liability Company Act.

ARTICLE III  
BUSINESS AND MAILING ADDRESS

The initial street address and mailing address of the Limited Liability Company is 3740 Beach Boulevard, Suite 300, Jacksonville, Florida 32207.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Limited Liability Company in the state of Florida is Jack C. Demetree. The registered office of the initial registered agent in the state of Florida is located at 3740 Beach Boulevard, Suite 300, Jacksonville, Florida 32207.

**ARTICLE V**  
**MANAGEMENT**

The management of the Limited Liability Company is reserved to its members as provided in the Operating Agreement. The name and address of the initial managing member of the Limited Liability Company is:

Jack C. Demetree  
3740 Beach Boulevard, Suite 300  
Jacksonville, Florida 32207

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**

The members of the Limited Liability Company shall have the right to admit additional members on the unanimous consent of the members.

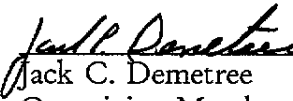
**ARTICLE VII**  
**CONTINUATION OF LIMITED LIABILITY COMPANY**

The remaining members of the Limited Liability Company shall have the right to continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member on such terms as the members may agree.

**ARTICLE VIII**  
**OPERATING AGREEMENT**

The Operating Agreement of the Limited Liability Company may from time to time, as may be necessary, be repealed, amended or altered, or a new Operating Agreement adopted, by the members of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned member has made and subscribed to these Articles of Organization this 16th day of December, 1998.


  
\_\_\_\_\_  
Jack C. Demetree  
Organizing Member

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -6 PM 2:21

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
JCD CROSSROADS, L. L. C.

Pursuant to Section 608.415 of the Florida Limited Liability Company Act, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon JCD CROSSROADS, L. L. C., a limited liability company organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named limited liability company, and does hereby agree to comply with the provisions of the Florida Limited Liability Company Act and the general laws of the state of Florida relative to keeping open the Registered Office, which Registered Office is located at 3740 Beach Boulevard, Suite 300, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this  
16th day of December, 1998.

  
\_\_\_\_\_  
Jack C. Demetree  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR - 15 PM 2:21

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, on this day personally appeared Jack C. Demetree, known to me to be the person who subscribed his name below, who after having first been duly sworn by me, deposes and says:

1. Affiant is a member of JCD Crossroads, L. L. C. (the "Limited Liability Company") and has personal knowledge of the matters set forth herein.
2. The Limited Liability Company has at least one member.
3. The members of the Limited Liability Company shall contribute cash in an amount equal to \$0.00 to the Limited Liability Company. The members of the Limited Liability Company shall contribute a one percent (1.00%) general partnership interest in Crossroads Apartments of Orlando, Ltd. with an agreed value of \$100.00 to the Limited Liability Company. The total amount of cash and agreed value of property to be contributed by the members to the Limited Liability Company is \$100.00.
5. The members do not anticipate any additional capital contributions to the Limited Liability Company.

Jack C. Demetree  
Jack C. Demetree, Affiant

The foregoing instrument was sworn to and subscribed before me this 16<sup>th</sup> day of December, 1998, by Jack C. Demetree, who is (☒) personally known to me or who (☐) has produced \_\_\_\_\_ as identification.

Marian K. Allen

Notary Public, State of Florida

Printed: MARIAN K. ALLEN

My Commission expires:

Commission No.:

(NOTARIAL SEAL)



Marian K. Allen  
MY COMMISSION # CC665866 EXPIRES  
July 22, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 6 PM 2:21