

L99000001939



ACCOUNT NO. : 072100000032

REFERENCE : 194842 4307842

AUTHORIZATION :

Patricia Puyitt

COST LIMIT : \$ 285.00

ORDER DATE : April 6, 1999

ORDER TIME : 10:58 AM

800002830718--1

ORDER NO. : 194842-010

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: WCD CROSSROADS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

EXAMINER'S INITIALS:

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

RECEIVED
99 APR -6 AM 11:25

L99000001939

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
WCD CROSSROADS, L. L. C.

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DIVISION OF CORPORATIONS
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ARTICLE I
NAME

The name of the limited liability company is WCD 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 3348 Edgewater Drive, Orlando, Florida 32804.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Limited Liability Company in the state of Florida is William C. Demetree. The registered office of the initial registered agent in the state of Florida is located at 3348 Edgewater Drive, Orlando, Florida 32804.

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:

William C. Demetree
3348 Edgewater Drive
Orlando, Florida 32804

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.

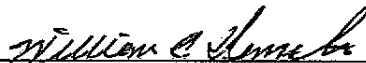
ARTICLE VII
CONTINUATION OF LIMITED LIABILITY COMPANY

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 18th day of December, 1998.



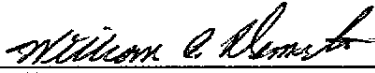
William C. Demetree
Organizing Member

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DIVISION OF CORPORATIONS
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CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
WCD 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 WCD 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 3348 Edgewater Drive, Orlando, Florida 32804.

IN WITNESS WHEREOF, the undersigned has executed this Certificate the
18th day of December, 1998.



William C. Demetree
Registered Agent

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DIVISION OF CORPORATIONS
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, on this day personally appeared William 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 WCD 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.

William C. Demetree
William C. Demetree, Affiant

The foregoing instrument was sworn to and subscribed before me this 18th day of December, 1998, by William C. Demetree, who is () personally known to me or who () has produced N/A as identification.

Madelyn Boelter
Notary Public, State of Florida
Printed: Madelyn Boelter
My Commission expires: 8/9/02
Commission No.: CC 749663
(NOTARIAL SEAL)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
29 APR - 6 PM '98

