

L990000002155

KATHY CONE

Requestor's Name

Ausley & McMullen  
227 South Calhoun Street

Address

Tallahassee, FL 32301

425-5306

City/State/Zip

Phone #

700002840077--1

-04/15/99--01056--019

\*\*\*\*346.25 \*\*\*\*346.25

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

700002840077--1

-04/15/99--01056--020

\*\*\*\*52.50 \*\*\*\*52.50

1. UNIVERSITY CLUB APARTMENTS OF  
TALLAHASSEE, L.L.C.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☐ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

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☒ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other
Name Available 4/15/99	
OTHER FILINGS	
<input type="checkbox"/>	Annual Report DCC
<input type="checkbox"/>	Fictitious Name DCC
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Verifier DCC
<input type="checkbox"/>	Vol. Acknowledgement DCC
<input type="checkbox"/>	W. P. Verifier DCC

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
99 APR 15 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 APR 15 AM 10:51  
TALLAHASSEE, FLORIDA

L990000002155

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 15, 1999

KATHY CONE  
AUSLEY & MCMULLEN  
2527 SOUTH CALHOUN STREET  
TALLAHASSEE, FL 32301

SUBJECT: UNIVERSITY CLUB APARTMENTS OF TALLAHASSEE, L.L.C.  
Ref. Number: W99000009047

We have received your document for UNIVERSITY CLUB APARTMENTS OF TALLAHASSEE, L.L.C. and your check(s) totaling \$398.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

You need to mention property on your affidavit. If there is no property other than cash please indicate that on the affidavit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 399A00019360

## ARTICLES OF ORGANIZATION

OF

### UNIVERSITY CLUB APARTMENTS OF TALLAHASSEE, L.L.C.

FILED  
99 APR 15 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, provides the following information for the purpose of forming a Limited Liability Company under the laws of the State of Florida.

1. Name. The name of the Limited Liability Company is **University Club Apartments of Tallahassee, L.L.C.**

2. Period of Duration. The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

(i) Fifty (50) years from the date of filing of these Articles of Organization with the Department of State, or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act and the Limited Liability Company Regulations for **University Club Apartments of Tallahassee, L.L.C.**

3. Purpose. The sole purpose for which the Limited Liability Company is organized is to acquire, own, finance, develop, improve, maintain, lease, operate, manage, sell and otherwise invest in, and deal with, the Project and the real estate relating thereto.

4. Mailing Address and Address of Place of Business. The mailing address and address of the place of business in Florida for the Limited Liability Company is:

1713 Mahan Drive, Suite C  
Tallahassee, Florida 32308

5. Registered Agent. The name and address of the initial registered agent in Florida for the Limited Liability Company is:

M. Julian Proctor, Jr.  
227 South Calhoun Street  
Tallahassee, Florida 32301

6. Capital Contributions. The total amount of cash and a description and agreed value of property other than cash anticipated to be contributed to the Limited Liability Company is a maximum of \$1,525,000.00. No other property is anticipated to be contributed.

7. Additional Contributions. The total additional contributions, if any, agreed to be made by all members and the times at which, or the events upon the happening of which, they shall be made, are as follows: NONE.

Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

8. Additional Members. Upon the vote of a majority of the Members, Additional members may be admitted to the Limited Liability Company pursuant to the Limited Liability Company's Regulations.

9. Continuity of Business. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, the business of the Limited Liability Company shall be continued, subject to the provisions of the Limited Liability Company's Regulations.

10. Management. The Limited Liability Company shall be managed by a Manager, and the name and address of the initial Manager is as follows:

<u>Name</u>	<u>Address</u>
Thomas C. Proctor, Sr.	1713 Mahan Drive, Suite C Tallahassee, Florida 32308

Executed at Tallahassee, Florida, on the 14<sup>th</sup> day of April, 1999.

**UNIVERSITY CLUB APARTMENTS OF  
TALLAHASSEE, L.L.C.**

By: *Thomas C. Proctor, Sr.*  
Thomas C. Proctor, Sr.  
Member and Manager

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, **THOMAS C. PROCTOR, SR.**, as Member and Manager of **UNIVERSITY CLUB APARTMENTS OF TALLAHASSEE, L.L.C.**, who:

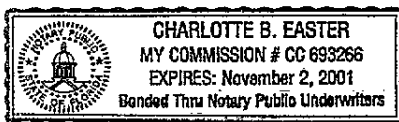
- (X) is personally known to me; or  
( ) produced a current Florida driver's license as identification; or  
( ) produced \_\_\_\_\_ as identification; and

who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 14<sup>th</sup> day of April, 1999.

FILED  
99 APR 15 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[NOTARY SEAL]



*Charlotte B. Easter*  
NOTARY PUBLIC

*Charlotte B. Easter*  
Printed name of Notary Public

MJP\UNIVCLUB\TALLAHASSEE\ORGANIZA\articles.org  
002734/81270 (DOR: 04/13/99 3:15pm)

**AFFIDAVIT**

Before me, the undersigned, personally appeared **THOMAS C. PROCTOR, SR.**  
(hereinafter referred to as the "Affiant"), who, after first being duly sworn, deposes and states:

1. That the Affiant is the Managing Member of **UNIVERSITY CLUB APARTMENTS OF TALLAHASSEE, L.L.C.** (hereafter referred to as the "LLC");

2. The LLC has at least two (2) members; and

3. The total amount of cash anticipated to be contributed by the LLC's Class A Members is a maximum of \$1,525,000.00 cash. No other property will be contributed.

Further Affiant saith not.

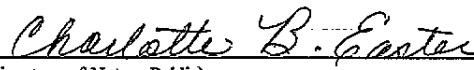
This 14<sup>th</sup> day of April, 1999.

  
\_\_\_\_\_  
**THOMAS C. PROCTOR, SR.**

FILED  
99 APR 15 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

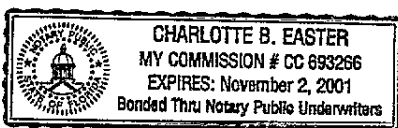
STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of April, 1999, by **THOMAS C. PROCTOR, SR.** Such person: (X) is personally known to me; ( ) produced a current Florida driver's license as identification; ( ) produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
(Signature of Notary Public)

(Notarial Seal)

Charlotte B. Easter  
\_\_\_\_\_  
(Typed or Printed Name of Notary Public)



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 608.415 the following is submitted:

UNIVERSITY CLUB APARTMENTS OF TALLAHASSEE, L.L.C., desiring to organize as a Limited Liability Company under the laws of the State of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial Registered Office and has named M. JULIAN PROCTOR, JR., located at said address, as its initial Registered Agent.

UNIVERSITY CLUB APARTMENTS OF  
TALLAHASSEE, L.L.C.

By: Thomas C. Proctor, Sr.  
Thomas C. Proctor, Sr.  
Member and Manager

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, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.

M. Julian Proctor, Jr.  
M. Julian Proctor, Jr.  
Registered Agent

Date: April 14<sup>th</sup> 1999