

L99000002578



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 230616 10264A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 6, 1999

ORDER TIME : 10:25 AM

ORDER NO. : 230616-005

CUSTOMER NO: 10264A

CUSTOMER: John Fenniman, Esq  
JOHN FENNIMAN, CHARTERED  
JOHN FENNIMAN, CHARTERED  
Suite 120  
900 Southeast Ocean Boulevard  
Stuart, FL 34994

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99 MAY -6 AM 11:26

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: LEXINGTON MANOR AT PORT  
CHARLOTTE, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	XX	CERTIFIED COPY
Availability	5/6/99	PLAIN STAMPED COPY
	DCC	CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON: Mimi Stephens	
Updater	DCC	
Updater Verifier	DCC	
Acknowledgement	DCC	
W P. Verifier	DCC	

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

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TALLAHASSEE, FLORIDA

L99000002578

**JOHN FENNIMAN, CHARTERED**

ATTORNEYS AT LAW  
900 SE OCEAN BLVD., SUITE 120  
STUART, FLORIDA 34994

JOHN FENNIMAN

TELEPHONE  
561-287-4300

May 5, 1999

State of Florida  
Secretary of State  
The Capitol  
Tallahassee, Florida 32301

**VIA HAND DELIVERY**

RE: Corporate filings

Gentlemen:

Enclosed for filing are the **Articles of Organization of Lexington Manor at Port Charlotte, L.L.C., Florida limited liability company, with Affidavit of Membership and Contributions and Acceptance of Registered Agent**, together with a full duplicate counterpart which we request that you certify and return. Our firm's check payable to the Secretary of State in the amount of \$337.50 is enclosed for fees as follows:

Filing Fees	285.00
Certified Copy	<u>52.50</u>
Total	<u>\$337.50</u>

Please deliver the certified copy of the Articles to an agent for Corporation Information Services for return to our office.

Should you have any questions or need additional information, please contact the undersigned or Janice Fenniman at (561) 287-4300.

Sincerely,

  
John Fenniman

JF/jmf

Enclosures

**ARTICLES OF ORGANIZATION  
OF  
LEXINGTON MANOR AT PORT CHARLOTTE, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be:

**LEXINGTON MANOR AT PORT CHARLOTTE, L.L.C. ("Company")**

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be:

4152 W. Blue Heron Blvd., Suite 116  
Riviera Beach, FL 33404

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is:

Waldemar Schickedanz  
4152 W. Blue Heron Blvd., Suite 116  
Riviera Beach, FL 33404

FILED  
99 MAY -6 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

## **ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

## **ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the Regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company, other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE VIII -- TERMINATION OF EXISTENCE**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, or remaining member.

## **ARTICLE IX -- MANAGEMENT**

The company shall be managed by a manager in accordance with Regulations adopted by the members for the management of the business and affairs of the company. These Regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is SCHICKEDANZ CAPITAL GROUP, L.L.C., a Florida limited liability company, 4152 W. Blue Heron Blvd., Suite 116, Riviera Beach, FL 33404, to serve as Managing Member until the first annual meeting of the members.

**ARTICLE X - EXECUTION OF INSTRUMENTS AND DOCUMENTS**

Instruments and documents providing for the acquisition, granting of mortgage liens, conveyance, or disposition of real property or property of the company shall be valid and binding upon the company if they are executed by the Managing Member appointed by a majority of the members from time to time, on behalf of the company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at West Palm Beach, Florida, on this 3<sup>rd</sup> day of May, 1999.

Waldemar Schickedanz  
WALDEMAR SCHICKEDANZ

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 3 day of May, 1999, by WALDEMAR SCHICKEDANZ, who [☒] is personally known to me or [☐] has produced as identification.

(Notarial Stamp)

John H. Fenniman  
Notary Public - State of Florida  
My Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



John H. Fenniman  
MY COMMISSION # CC724992 EXPIRES  
March 16, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

**Exhibit "A"**

**Capital Contributions**

**Cash Contributions:**

Schickedanz Capital Group, L.L.C.	\$25,000.00
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John L.C. Goode, Trustee	\$ 900.00
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**Other Contributions:**

John L.C. Goode, Trustee	Assignment of Option Agreement dated August 19, 1998, for vacant lands in Brevard County, Florida. Value: \$ 100.00
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of LEXINGTON MANOR AT PORT CHARLOTTE, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member is \$25,900.00.
3. If any, the agreed value of property other than cash contributed by the member is \$100.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by the members is \$26,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: May 3<sup>rd</sup>, 1999.

*Waldemar Schickedanz*  
WALDEMAR SCHICKEDANZ

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 3 day of May, 1999, by WALDEMAR SCHICKEDANZ, who [ ☒ ] is personally known to me or [ ☐ ] has produced \_\_\_\_\_ as identification.

*John H. Fenniman*  
Notary Public

Print, Type or Stamp  
Commissioned Name of Notary Public

(SEAL)



John H. Fenniman  
MY COMMISSION # CC724992 EXPIRES  
March 16, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

**Lexington Manor at Port Charlotte, L.L.C.**

**Schedule of Property Other Than Cash  
Contributed by Members**

**Member**

**Description of Property Contributed**

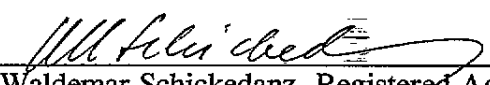
John L.C. Goode, Trustee

Assignment of Option Agreement dated  
August 19, 1998, for vacant lands in Brevard  
County, Florida. Value: \$ 100.00



### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of LEXINGTON MANOR AT PORT CHARLOTTE, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent 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 or her duties, and is familiar with and accept the obligations of the position of registered agent.

  
Waldemar Schickedanz, Registered Agent

FILED  
99 MAY -6 PM 12:30  
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TALLAHASSEE, FLORIDA