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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Bilden Realty LLC

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AMENDMENTS

Amendment
Resignation of R.A. Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

REGISTRATION/QUALIFICATION

Foreign
Limited Partnership
Reinstatement
Trademark
<input checked="" type="checkbox"/> Other LLC

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DIVISION OF CORPORATION

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Pages

ARTICLES OF ORGANIZATION OF

BILLEN REALTY, L.L.C.

ARTICLE I
NAME

The name of this Limited Liability Company shall be Bilden Realty, L.L.C. (the "Company").

ARTICLE II
DURATION

The Company shall exist for a period of twenty-five (25) years, unless sooner dissolved or extended further in a manner provided by law, or as provided in the regulations adopted by the members (the "Regulations").

ARTICLE III
PURPOSE

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

ARTICLE IV
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 20 Venetian Way, Miami Beach, FL 33132, and such other place or places as the members from time to time may determine. The mailing address of the Company is the same.

ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be William H. Albornoz. The address of the initial registered agent is 901 Ponce de Leon Blvd., Suite 601, Coral Gables, FL 33131.

ARTICLE VI
MEMBER

The Company shall have two (2) members at the time of formation. The name and address of the members are:

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Bilden, Inc.
20 Venetian Way
Miami Beach, FL 33132

Yvonne M. Hawley
7735 S.W. 75th Avenue
Miami, FL 33143

ARTICLE VII
MANAGEMENT

The Company will be managed by a manager or managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of the members or until his successor is selected and qualified in accordance with the Regulations is:

Jose Luis Zapata
c/o William Albornoz, Esq.
901 Ponce de Leon Blvd., Ste. 601
Coral Gables, FL 33131

ARTICLE VII
NEW MEMBERS

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

ARTICLE VIII
DISSOLUTION AND MEMBERS RIGHTS
TO CONTINUE BUSINESS

The Company shall be terminated and dissolved upon :

- (A) the vote of all members holding an interest in the Company;
- (B) the expiration of the term of the Company; or
- (C) the death, retirement, or resignation of a member, if the remaining members do

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BILLDEN REALTY, L.L.C., after being duly sworn, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is One Thousand Dollars (\$1,000).
3. The agreed value of property, if any, other than cash contributed by the initial member is N/A. A description of the property (if any) is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by the members is Three Million Dollars (\$3,000,000). This includes amounts from 2 and 3 above.

BILLDEN REALTY, L.L.C.

By:

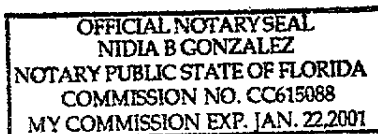
Yvonne M. Hawley
YVONNE M. HAWLEY, Member

STATE OF FLORIDA)

) SS

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 25th day of May, 1999, by YVONNE M. HAWLEY who is personally known to me or who has produced FL. DL. as identification.



(SEAL)
Nidia B. Gonzalez
Signature of Notary Public
NIDIA B. GONZALEZ
Printed Name of Notary Public

NOTARY PUBLIC

Title

My Commission Expires: 1/22/01

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN
FLORIDA.

1. The name of the limited liability company is:

BILLDEN REALTY, L.L.C.

2. The name and address of the registered agent and office is:

William H. Albornoz, Esq.
901 Ponce de Leon Blvd.
Suite 601
Coral Gables, FL 33131

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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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED
AGENT.

By: William H. Albornoz, Esq.
William H. Albornoz, Esq.

Date: _____