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LIMITED LIABILITY COMPANY

BRIGHTON AT DELRAY BEACH, L.C.

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**ARTICLES OF ORGANIZATION
OF
BRIGHTON AT DELRAY BEACH, L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

WE, the undersigned, for the purpose of forming a limited liability company for profit pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, do hereby make, subscribe, acknowledge and file the following Articles of Organization:

**ARTICLE 1.
NAME**

The name of this limited liability company shall be: BRIGHTON AT DELRAY BEACH, L.C.

**ARTICLE 2.
DURATION**

The Company shall commence on the date of the filing of these Articles of Organization with the Florida Department of State and shall continue until the first to occur: (1) December 31, 2026; or (2) dissolution pursuant to the provisions of the Florida Limited Liability Law or the Regulations of the Company; or (3) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or any other event which terminates the continued membership of a Member in the Company, unless the business of the Company shall be continued upon written consent of a majority of the remaining Members

**ARTICLE 3.
PURPOSE**

The purpose and business of the Company shall be to acquire, manage, lease, rent, operate and sell real property in Palm Beach County, Florida. In addition to the foregoing, the Company may engage in any activity permitted under the laws of the State of Florida.

**ARTICLE 4.
ADDRESS**

4.1 Place of Business. The principal business address and mailing address of the Company is 7200 N.W. 7th Street, Suite 300, Miami, Florida 33126, or such other place or places as the Members may designate from time to time.

PREPARED BY:
Norman Leopold, Esquire
LEOPOLD & LEOPOLD, P.A.
20801 Biscayne Blvd., #501
Aventura, FL 33180
Florida Bar No. 183308

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(305) 935-3500

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4.2 Registered Agent. The initial Registered Agent of the Company is Lisa Gonzalez Ramos, 7200 N.W. 7th Street, Suite 300, Miami, Florida 33126.

ARTICLE V MEMBERSHIP

5.1 Election. Membership shall be limited to a maximum of twenty-five (25) members. New Members may be admitted only upon the unanimous written consent of the Initial Members and in accordance with these Articles of Organization, the Regulations of the Company and upon such other terms and conditions as shall be determined by all Members.

5.2 Transfer-Assignment. Membership in the Company may be transferred or assigned only upon the unanimous written approval of the Members. In the absence of such unanimous written approval, the transferee of the interest of any Member shall not become a Member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and the return of contributions to which that transferor Member would be entitled. Provided, upon the approval of the Members, provision can be made for transfer or assignment in an operating agreement.

5.3 Limited Liability. No Member or agent of the Company shall be liable under a judgment or decree, or order of a court, or in any other manner for a debt, obligation, or liability of the Company.

5.4 Indemnification. The Company shall indemnify any present or former Member, agent, or manager exercising powers or duties of a Member, to the full extent now or hereafter permitted by Law.

ARTICLE VI CAPITAL

6.1 Initial Capital. The initial capital of the Company shall be Five Thousand and No/100 (\$5,000.00) Dollars contributed by the initial Members as may be agreed among themselves. A Member's ownership in the Company shall be referenced to as a "Interest" or "Participation".

6.2 Additional Capital. Additional contributions to the capital of the Company shall be made upon an "as needed" basis as determined by the Members, and shall be

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made by a majority vote of the Members' Participation or as may otherwise be agreed by an affirmative majority vote of Membership Participation among them.

**ARTICLE 7.
DISTRIBUTIONS**

Each Member shall share in net profits or losses from the operation of the business of the Company, and in the distribution of the property of the Company in the same proportions as that Members' participation as may be adjusted from time to time by reason of additional investments, as may be agreed in the Regulations of the Company, or as otherwise agreed among the Members.

**ARTICLE 8.
ASSETS**

8.1 Title. Real or personal property owned or purchased by the Company shall be held and owned, and conveyance shall be made, in the name of the Company.

8.2 Conveyance. Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Company shall be valid and binding upon the Company, if they are executed by the Members or by an agent or manager duly appointed pursuant to these Articles of Organization and the Regulations of the Company.

**ARTICLE 9.
MANAGEMENT**

9.1 Powers. The management of the Company shall be vested in one or more Managers as set forth in these Articles of Organization and the Regulations of the Company.

9.2 Agent or Manager. Members may appoint one or more individuals or entities as limited agents or managers to facilitate the business of the Company. Such agents or managers shall act pursuant to specific revocable written instruction of limited duration. The name and address of the Initial Manager of the Company shall be Elizabeth Properties, Inc., a Florida corporation, with its principal office located at 7200 N.W. 7th Street, Suite 300, Miami, Florida 33126. The Initial Manager shall serve until the first annual meeting of the Members or until its successors are elected and qualify.

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**ARTICLE X
REGULATIONS**

At the first meeting of the Members after the execution of these Articles of Organization the Members shall adopt Regulations containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members.

**ARTICLE XI
AMENDMENT**

These Articles of Organization, except with respect to the vested rights of the Members which shall require unanimous vote, may be amended at any time by vote of a two-thirds (2/3) affirmative vote of the Member Participation. These Articles of Organization shall be amended when:

- (1) there is a change in the name of the Company or in the amount or character of the contributions to capital;
- (2) there is a change in the character of the business of the Company;
- (3) there is a false or erroneous statement in these Articles of Organization;
- (4) there is a change in the time of dissolution of the Company as stated in these Articles of Organization;
- (5) the Members desire to make a change in any other statement in the Articles of Organization in order for it to accurately represent the agreement among them.

Any amendment shall be signed and sworn to by all Members and an amendment adding a new Member shall also be signed by the Member to be added. As a condition of membership all Members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles of Organization.

**ARTICLE XII
NOTICE**

All notices to the Members pursuant to these Articles of Organization shall be in writing delivered in person or, by certified mail, return receipt requested, or by telegram,

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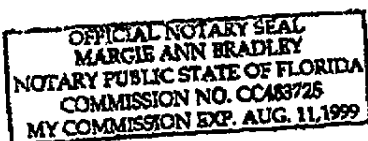
facsimile or other electronic transmission to such address as may be given in writing by said Member.

IN WITNESS WHEREOF the undersigned, as Organizer hereby executes these Articles of Organization this 4th day of June, 1999.

Louis O. Gonzalez
Louis O. Gonzalez, Organizer

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 4th day of June, 1999, by Louis O. Gonzalez, who is personally known to me or has produced _____ as identification.



Margie Ann Bradley
Notary Public, State of Florida

MARGIE ANN BRADLEY

(Printed Name of Notary Public)

Notary Public State of Florida

My Commission Expires:

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**BRIGHTON AT DELRAY BEACH, L.C.
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

The undersigned having been named Registered Agent to accept service of process for the above stated BRIGHTON AT DELRAY BEACH, L.C. at the place designated in this Certificate, the undersigned, LISA GONZALEZ RAMOS does hereby accept to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATED: June 4, 1999.



Lisa Gonzalez Ramos,
Registered Agent

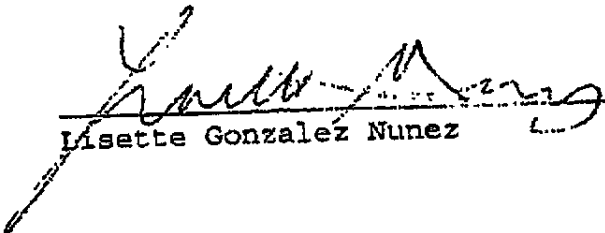
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED member or authorized representative of a member of BRIGHTON AT DELRAY BEACH, L.C. deposes and says:

1. The above named limited liability company has at least five (5) members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.


Lisette Gonzalez Nunez

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

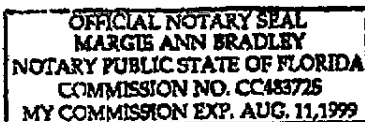
The foregoing instrument was acknowledged before me this 4th day of June, 1999, by Lisette Gonzalez Nunez, who is personally known to me or [] produced as identification.


Notary Public, State of Florida

MARGIE ANN BRADLEY

Print name of notary public

My commission expires:



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