

# L99000004125

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

### Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H99000016704 1)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850) 922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

RECEIVED  
99 JUL -9 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## LIMITED LIABILITY COMPANY

VINTAGE NORTHEAST DEVELOPMENT L.L.C.

Name Availability	<b>MJH</b>
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
P. Verifier	

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$337.50

FILED  
99 JUL -9 AM 11:32  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

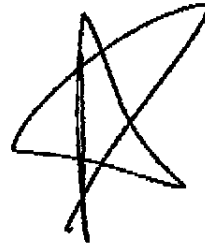


FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 8, 1999

EMPIRE CORPORATE KIT COMPANY

SUBJECT: VINTAGE NORTHEAST DEVELOPMENT L.L.C.  
REF: W99000015734



We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

A Limited Liability Company is not a Corporation, therefore, it does not have an INCORPORATOR. Please delete any reference to "Incorporator" from the Articles.,

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) 487-6967.

Michelle Hodges  
Document Specialist

FAX And. #: H99000016704  
Letter Number: 499A00035482

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUL -9 AM 11:32

H99000016704

ARTICLES OF ORGANIZATION  
FOR  
VINTAGE NORTHEAST DEVELOPMENT L.L.C.,

A Florida Limited Liability Company (FS Section 608.401)

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be Vintage Northeast Development L.L.C. The mailing address and the principal address of the corporation shall be 5801 Biscayne Blvd., Miami, Florida 33137.

2. Duration/Continuation. The period of this company's duration shall be 25 years, at which time the company shall be dissolved, unless earlier terminated by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, except, in such event, the business of the company may be continued by the consent of the required members, as set forth in the Regulations of this Company, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. Purposes. The purposes for which this company is being formed are the following:

(a) to engage in any activities or business permitted for this company under the laws in the State of Florida.

Prepared by:  
Thomas G. Sherman, Esq.  
218 Alameda Avenue, Coral Gables, Fla. 33134  
Florida Bar No. 221247

H99000016704

H990000/6704

4. Registered Agent and Office. The name and address of the initial registered agent and office for this company is as follows:

Thomas G. Sherman, Esq.  
218 Almeria Avenue  
Coral Gables, Florida 33134

5. Contributions to Capital.

(a) The total amount of cash or property contributed to the company by its members shall be approximately \$ 51,000.00.

(b) The following represent additional contributions to be made by all members of the company and when such contributions to be made by all members of the company and when such contributions shall be due and payable: An additional \$ N/A shall be due from the members on or before N/A.

6. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of one hundred (100%) per cent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of this Company.

7. Management of Company.

The Business of the Company shall be managed by Manager(s) who shall be elected annually by the members of the company in the manner prescribed by and provided in the regulations of the company. Such Managers shall also hold the offices and have the responsibilities accorded to them by the Members and more particularly described in the Regulations entered into between the Members and such Manager(s).

H990000/6704

499000016704

The name(s) and address(es) of the Managers are as follows:

Name	Address
Steven Polakoff	5701 N. Bayshore Dr. Miami, Florida 33137
Michael Carver	5701 N. Bayshore Dr. Miami, Florida 33137

Such Managers shall serve in such capacity until the first annual meeting of the Members or until their successors are elected and qualify.

8. Amendment of Regulations. The powers to adopt, alter, amend or repeal the Regulations of this company shall be vested in the Members of the company.

9. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the state of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

10. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the members, and the Members may prescribe in any Regulation made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

499000016704

499000016704

11. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Manager(s) of the Company as part of its records.

12. Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by a Manager, and any instrument or document, providing for the acquisition, mortgage or disposition of property of this limited liability company shall be valid and binding upon the company if executed by one or more of the managers of the company.

13. Transferability of member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Regulations. However, if all of the remaining Members of this company do not approve of such proposed transfer of assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and in return of contributions to which that Member's otherwise would be entitled.

14. Withdrawal or Reduction of Member's Contributions to Capital.

1. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

499000016704

499000016704

(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

2. A Member shall be entitled to the return of his or its contribution on the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 8<sup>th</sup> day of July, 1999.

St. John  
Manager

I hereby accept and am familiar with the duties of being a Registered Agent.

[Signature]  
Registered Agent

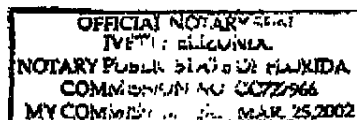
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Steven Polakoff, who is personally known to me, and to me known to be the person who executed the foregoing Articles of Organization and he acknowledged to me and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8<sup>th</sup> day of July, 1999.

[Signature]  
Notary Public, State of Florida



40791000664

H99000016704

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of VINTAGE NORTHEAST DEVELOPMENT L.L.C., a Florida limited liability company, deposes and says:

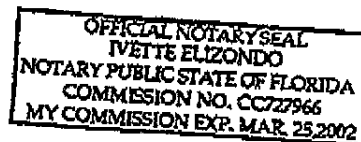
1. the above named limited liability company has at least two members;
2. the total amount of cash contributed by the members is \$51,000.00;
3. if any, the agreed value of property other than cash contributed by member(s) is \$-0-;
4. the total amount of cash or property anticipated to be contributed by member(s) is \$51,000.00. This total includes amounts from 2 and 3 above.

Steven Polakoff  
Steven Polakoff, Member

(In accordance with section 608.408(5)  
Florida Statutes, the execution of this Affidavit  
constitutes an affirmation under the penalties  
of perjury that the facts stated herein  
are true.)

Sworn to and subscribed before me this 8th day of July, 1999,  
by Steven Polakoff, who is personally known to me and who did not  
take an oath.

Ivette Elizondo  
Notary Public



H99000016704