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Account Name : BOARDMAN & SPILLER, P.A.
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LIMITED LIABILITY COMPANY

CALOO GROVE, L.L.C.

Name	MJH
Availability	
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**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is: CALOO GROVE, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address of the principal office of the Company is: c/o Walde Real Estate and Management, Post Office Box 719, Glen Echo, Maryland 20812-0719.

The street address of the principal office of the Company is 6501 Gold Leaf Drive, Bethesda, Maryland 20817.

ARTICLE III - Duration:

The period of duration for the Company shall be thirty (30) years from the date hereof.

ARTICLE IV - Management:

The Company is to be managed by the Members and the name(s) and address(es) of the managing members is/are:

William L. Walde
233 Barton Avenue
Palm Beach, Florida 33480

ARTICLE V - Admission of Additional Members:

The right, if given, of the Member to admit additional Members and the terms and conditions of the admissions shall be:

Prior to any sale, exchange, mortgage, pledge or other transfer ("Transfer") except by gratuitous donation, inheritance or legacy and except for transfers between spouses or between a Member and the estate of a deceased spouse ("Permitted Assignments") of all or any portion of an interest in the Company of a Member, or assignee thereof, the Transferring Member shall obtain the prior written

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consent of the remaining Members. Any Member making a Transfer (including without limitation, a Permitted Assignment) of all or any portion of his/her interest in the Company shall, in addition to designating in the Transfer instrument the portion of the interest that is being Transferred, designate the corresponding number of membership units that are being Transferred. Any person acquiring an interest in the Company by a Permitted Assignment or by Transfer, or any person becoming the assignee of a Member shall not become a Substitute Member unless and until he/she is admitted as a Member, but shall be treated only as an assignee of an interest. An assignee shall not be entitled to immediate valuation and payment with respect to the transferred interest, but shall only be entitled to receive such distribution or distributions to which the assignor was entitled to the extent assigned and shall be allocated the share of Company capital, profits, depreciation deductions, losses, distributions and available cash attributable to the interest transferred to him/her. An assignee of an interest in the Company shall not become a Member or participate in the management of the company unless William L Walde, if he is then a Member, and if not, then all of the remaining Members, consent in writing and the assignee executes an instrument satisfactory to the Company accepting and adopting the terms and provisions of the Company regulations.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a member in the Company shall be:

A member does not have the right or power to withdraw from the Company as a Member. If a membership is jointly held by spouses and one spouse dies, the surviving spouse shall automatically own the membership interest of the deceased spouse. Apart from the above, if a member otherwise dissolves, terminates, becomes bankrupt, dies, or is adjudged to be incompetent by a court of a competent jurisdiction, the Member's membership ceases. In any such case, and in any other case in which a Member's membership ceases, the former Member or such Member's executor, administrator, guardian, conservator, or other legal representative, shall be treated as an assignee of such Member's Interest and shall have no right to immediate valuation or payment of the affected interest.

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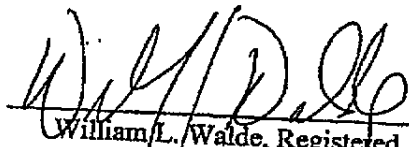
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT
IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is: **CALOO GROVE, L.L.C.**
2. The name and the Florida street address of the registered agent is:

**William L. Walde
233 Barton Avenue
Palm Beach, Florida 33480**

*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 relating to the property and complete performance of my
duties, and I am familiar with and accept the obligations of my position as registered agent.*



William L. Walde, Registered Agent

Date: August 30, 1999

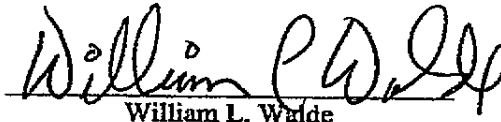
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ARTICLE VII - Affidavit of Membership and Contributions:

The undersigned Member certifies:

1. the Company has at least one Member;
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) None
4. and the total amount of cash and property contributed and anticipated to be contributed by Member(s) is: \$1,000.00


William L. Walde

Date: August 30th, 1999

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true)

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