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

From:
Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

LIMITED LIABILITY COMPANY

BFC Venture Partners-1999, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01 of 04
Estimated Charge	\$285.00

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**ARTICLES OF ORGANIZATION OF
BFC VENTURE PARTNERS-1999, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company is BFC VENTURE PARTNERS-1999, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 1750 East Sunrise Boulevard, Fort Lauderdale, Florida 33304.

**ARTICLE III
DURATION**

The existence of this limited liability company shall begin on the date of the filing of these Articles of Organization. The Company's existence shall be perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS**

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

<u>Name</u>	<u>Address</u>
BFC Venture Partners-1999, Inc.	1750 East Sunrise Boulevard Fort Lauderdale, Florida 33304

**ARTICLE VII
MANAGEMENT**

The Limited Liability Company is to be managed by a manager, that shall serve as such until the first annual meeting of members, or until its successor is elected and qualified. The name and address of the initial manager are:

Alison W. Miller, Esq., Fla Bar No. 220132
Stearns Weaver Miller, et al
150 W. Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-3200/Fax: 305-789-3395

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FILED
SEP 11 1999
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
FORT LAUDERDALE, FLORIDA

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<u>Name</u>	<u>Address</u>
BFC Venture Partners-1999, Inc.	1750 East Sunrise Boulevard Fort Lauderdale, Florida 33304

ARTICLE VIII
AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members. No member shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Fort Lauderdale, Broward County, Florida for the foregoing uses and purposes this 14 day of September, 1999.

BFC VENTURE PARTNERS-1999, INC., a
Florida corporation

By: 
Glen R. Gilbert, Vice President

**ACCEPTANCE OF
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for BFC Venture Partners - 1999, LLC at the place designated in this certificate, the undersigned hereby 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 its duties, and is familiar with and accepts the obligations of its position as registered agent.

Sent by: STEARNS WEAVER

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BFC VENTURE PARTNERS-1999, INC., a
Florida corporation

By: 

Glen R. Gilbert, Vice President

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AFFIDAVIT

STATE OF FLORIDA

COUNTY OF BROWARD

Glen R. Gilbert, being duly sworn, deposes and says:

1. That he is the Vice President of BFC Venture Partners-1999, Inc. a Florida corporation, the Manager named in the Articles of Organization of BFC Venture Partners-1999, LLC, a Florida limited liability company (the "Company");
2. That the Company has at least one member;
3. That the members of the Company have contributed \$100 to the capital of the Company; and
4. That the members of the Company have indicated that they anticipate contributing up to \$10,000,000 in additional capital to the Company, and that no non-cash property has been or will be contributed to the Company.

And further affiant sayeth naught.

BFC VENTURE PARTNERS-1999, INC., a
Florida corporation

By: [Signature]
Glen R. Gilbert, Vice President

The foregoing instrument was acknowledged before me this 7th day of September, 1999, by Glen R. Gilbert, Vice President of BFC Venture Partners-1999, Inc. a Florida corporation, the Manager of BFC Venture Partners-1999, LLC, a Florida limited liability company, who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

[Signature]
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

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Jackie Garstenfeld
My Commission CC878820
Expires September 11, 2001

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