

# L99000005899



ACCOUNT NO. : 072100000032

REFERENCE : 381039 11812A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 21, 1999

ORDER TIME : 10:35 AM

ORDER NO. : 381039-005

CUSTOMER NO: 11812A

CUSTOMER: Berry J. Walker, Jr., Esq  
WALKER AND ASSOCIATES, P.A.  
WALKER AND ASSOCIATES, P.A.  
Suite 216  
235 South Maitland Ave.  
Maitland, FL 32751

600002992416--8

-09/21/99--01051--003

\*\*\*\*346.25 \*\*\*\*346.25

199A00046314

DOMESTIC FILING

NAME: WESTLAKE PROPERTY HOLDINGS,  
LC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

Name	MJH
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 21 PM 1:44

RECEIVED  
99 SEP 21 AM 11:22  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
WESTLAKE PROPERTY HOLDINGS, LC**

The undersigned Organizers/Organizing Members to these Articles of Organization, hereby form a limited liability company under the laws of the State of Florida and Chapter 608 of the Florida Statutes.

**ARTICLE I - NAME**

The name of the limited liability company shall be **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company.

**ARTICLE II - DURATION**

The period of the limited liability company's existence shall be perpetual.

**ARTICLE III - PRINCIPAL OFFICE OF CORPORATION**

The mailing address and the street address of the principal office of the principal office of the limited liability company shall be:

1399 West State Road 434  
Longwood, Florida 32750

**ARTICLE IV - NAME AND STREET ADDRESS OF REGISTERED AGENT**

The name and street address of the initial registered agent in the state of Florida for the limited liability company shall be:

Berry J. Walker, Jr., Esquire  
Florida Bar Number 0742960  
WALKER AND ASSOCIATES, ATTORNEYS, P.A.  
235 Maitland Avenue South, Suite 216  
Maitland, Florida 32751

**ARTICLE V - NATURE OF BUSINESS**

This limited liability company may engage in or transact any and all lawful activities or business permitted under Chapter 608 of the Florida Statutes, the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE VI - RIGHTS OF MEMBERS TO ADMIT ADDITIONAL MEMBERS**

The Organizing Members of this limited liability company, whom are signatories to these Articles of Organization, have the right to admit additional members to the limited liability company in their sole discretion, upon the unanimous consent of the Organizing Members of this limited liability company.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 21 PM 1:44

## ARTICLE VII

### RIGHT TO CONTINUE BUSINESS OF THE LIMITED LIABILITY COMPANY UPON THE DEATH, RETIREMENT, RESIGNATION, EXPULSION, BANKRUPTCY OR DISSOLUTION OF A MEMBER OR THE OCCURRENCE OF ANY OTHER EVENT WHICH TERMINATED THE CONTINUED MEMBERSHIP OF A MEMBER IN THE LIMITED LIABILITY COMPANY

A. Right of Substitution. The right of a Member to substitute an assignee as contributor in his or her place, and the terms and conditions of the substitution are as follows:

1. A fully executed and acknowledged written instrument of assignment must be filed with the Organizing Members setting forth the intention of the assignor that the assignee become a Member in his or her place;

2. The assignor and the assignee must execute and acknowledge such other instruments as the Organizing Members may deem necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of the Articles of Organization and a written opinion of counsel that the assignment does not violate any provision of federal, state or local law, ordinance, rule or code section, or any provision of the Articles of Organization;

3. A reasonable transfer fee shall have been paid to the limited liability company; and

4. The written consent of the Organizing Members to the substitution must be obtained, the denial of which is in the sole and absolute discretion of the Organizing Members.

B. Admission of Additional Members. The Organizing Members of this limited liability company have the right to admit additional Members in their sole discretion, upon the unanimous consent of the Organizing Members.

C. Termination of Membership of a Member. The membership of a Member in this limited liability company may only be terminated upon the occurrence of any of the following events: death, retirement, resignation, expulsion by unanimous consent of the remaining Members of the limited liability company, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member of this limited liability company. Upon the termination of a Member's membership in this limited liability company, the Organization shall, within 120 days following such termination, pay the fair market value of the terminated Member's interest in the limited liability company, to the Member, the Member's successors, heirs and/or assigns, as the case may be.

D. Right to Continue Business. All of the remaining Members of this limited liability company may elect to continue the business of

this limited liability company upon 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 of this limited liability company, upon the vote of a majority of the remaining Members of this limited liability company.

COUNT VIII - MANAGEMENT OF THE ORGANIZATION

This limited liability company shall be managed by four managers, whose names and addresses are as follows:

Name of Manager	Address of Manager
Michael E. Murray	1399 West State Road 434 Longwood, Florida 32750
Jorge DelRio	8002 Palm Lake Drive Orlando, Florida 32819
Fernando Sikes	3339 Stonewood Court Orlando, Florida 32806
Mario Prieto	735 North Thornton Avenue Orlando Florida

The aforesaid persons shall serve as the manager of the limited liability company until the first annual meeting of the members or until their successors are elected and qualify.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 20<sup>th</sup> day of September, 19 99.

ORGANIZING MEMBERS:

Golden Florida Management, Inc.,  
a Florida corporation:

By: Michael E. Murray President  
Michael E. Murray, President

Fernando Sikes  
Fernando Sikes

Rasu, Inc., a Florida corporation:

By: Mario Prieto President  
Mario Prieto, President

Jorge DelRio  
Jorge DelRio

STATE OF: FLORIDA  
COUNTY OF: SEMINOLE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 20<sup>th</sup> day of SEPTEMBER, 1999, by MICHAEL E. MURRAY, who did take an oath.

Check One:

☒ He/she is personally known to me; or  
☐ He/she has produced \_\_\_\_\_ as identification.

BECKIE A. DES FORGE  
Notary Public - State of Florida  
My Commission Expires Jul 1, 2002  
Commission # CC755886

Beckie A. Des Forge  
NOTARY PUBLIC  
(typed-printed or stamped name of Notary)  
My Commission Expires:

STATE OF: FLORIDA  
COUNTY OF: SEMINOLE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 20<sup>th</sup> day of SEPTEMBER, 1999, by FERNANDO SIMES, who did take an oath.

Check One:

☒ He/she is personally known to me; or  
☐ He/she has produced \_\_\_\_\_ as identification.

BECKIE A. DES FORGE  
Notary Public - State of Florida  
My Commission Expires Jul 1, 2002  
Commission # CC755886

Beckie A. Des Forge  
NOTARY PUBLIC  
(typed-printed or stamped name of Notary)  
My Commission Expires:

STATE OF: FLORIDA  
COUNTY OF: SEMINOLE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 20<sup>th</sup> day of SEPTEMBER, 1999, by MARIO PACTO, who did take an oath.

Check One:

☒ He/she is personally known to me; or  
☐ He/she has produced \_\_\_\_\_ as identification.

BECKIE A. DES FORGE  
Notary Public - State of Florida  
My Commission Expires Jul 1, 2002  
Commission # CC755886

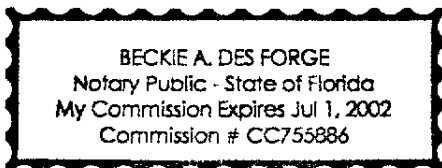
Beckie A. Des Forge  
NOTARY PUBLIC  
(typed-printed or stamped name of Notary)  
My Commission Expires:

STATE OF: FLORIDA  
COUNTY OF: SEMINOLE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 20<sup>th</sup> day of SEPTEMBER, 1999, by JORGE DEL RIO, who did take an oath.

Check One:

☒ He/she is personally known to me; or  
☐ He/she has produced \_\_\_\_\_ as identification.



B A D  
NOTARY PUBLIC  
Beckie A. Des Forge  
(typed-printed or stamped name of Notary)  
My Commission Expires:

**DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida, Chapter 608 of the Florida Statutes. **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company, organizing under the laws of the State of Florida with its principal office located at 1399 West State Road 434, Longwood, Florida 32750, has named Berry J. Walker, Jr., whose address is 235 South Maitland Avenue, Suite 216, Maitland, Florida 32751, as its Agent to accept service of process within this State.

**ACCEPTANCE:**

I, Berry J. Walker, Jr., agree to act as the Registered Agent of **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company, and I agree to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I am familiar with, and accept the obligations of the position of Registered Agent of **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company.



Berry J. Walker, Jr., Esquire  
Florida Bar Number 0742960  
WALKER AND ASSOCIATES, ATTORNEYS, P.A.  
235 Maitland Avenue South, Suite 216  
Maitland, Florida 32751  
Phone: (407) 644-6535  
Fax: (407) 644-8369

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 20 day of September, 1999, by BERRY J. WALKER, JR., who did take an oath.

Check One:

   He/she is personally known to me; or  
   He/she has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC LORRAINE D. WILSON

(typed-printed or stamped name of Notary)  
My Commission Expires:



**AFFIDAVIT OF MEMBERSHIP WITH REGARD TO:**  
**WESTLAKE PROPERTY HOLDINGS, LC, A FLORIDA LIMITED LIABILITY COMPANY**

STATE OF FLORIDA  
COUNTY OF SEMINOLE

Before me, the undersigned authority, personally appeared, Michael E. Murray, president of Golden Florida Management, Inc., a Florida corporation, an Organizing Member of **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company, who, upon first being duly sworn according law, deposes and says:

1. My name is Michael E. Murray and I am over the age of twenty-one years, sui juris, and competent to make this affidavit from my own personal knowledge.

2. I am president of Golden Florida Management, Inc., a Florida corporation, an Organizing Member of **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company.

3. There are four Organizing Members of **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company:

Name of Organizing Member	Address
Golden Florida Management, Inc., a Florida corporation	1399 West State Road 434 Longwood, Florida 32750
Jorge DelRio	8002 Palm Lake Drive Orlando, Florida 32819
Fernando Sikes	3339 Stonewood Court Orlando, Florida 32806
Rasu, Inc., a Florida corporation	735 North Thornton Avenue Orlando Florida

4. As of the date of the filing of this Affidavit, the following persons have contributed the following capital to **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company:

Name of Member	Amount of capital contributed
Golden Florida Management, Inc., a Florida corporation	\$46,558.00
Jorge DelRio	\$112,150.00
Fernando Sikes	\$112,150.00
Rasu, Inc., a Florida corporation	\$39,892.00

5. It is anticipated that the following Members/Organizing Members shall make additional capital contributions to **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company as follows:

Name of Member	Amount of capital contributed
Golden Florida Management, Inc., a Florida corporation	\$106,991.10
Jorge DelRio	\$ 71,327.40
Fernando Sikes	\$ 71,327.40
Rasu, Inc., a Florida corporation	\$110,354.10

6. As of the date of the filing of this Affidavit, Golden Florida Management, Inc., a Florida corporation, Jorge DelRio, Fernando Sikes and Rasu, Inc., a Florida corporation, have contributed or caused to be contributed certain real property located in Seminole County, Florida, which is more particularly known to **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company. The agreed upon value of the property is \$755,000.00. It is anticipated that these Organizing Members shall also contribute by way of assignment to **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company, that certain Contract for Sale and Purchase of Real Property located in Seminole County, Florida, a copy of which has been provided to **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company, and the terms of which are more particularly known to **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company. The agreed upon value of the contract being assigned to **WESTLAKE PROPERTY HOLDINGS, LC**, a Florida limited liability company is \$2,700,000.00.

7. Except as specifically provided herein, no further contributions of capital or other property is anticipated.

8. This Affidavit is made for the purpose of complying with Chapter 608 of the Florida Statutes regarding formation of a limited liability company.

FURTHER AFFIANT SAYETH NOT.

ORGANIZING MEMBER:

Golden Florida Management, Inc.,  
a Florida corporation:


By Michael E. Murray  
Michael E. Murray, President

STATE OF: FLORIDA  
COUNTY OF: SEMINOLE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 20<sup>th</sup> day of SEPTEMBER, 1999, by MICHAEL E. MURRAY, who did take an oath.

Check One:

X He/she is personally known to me; or  
\_\_\_\_\_ He/she has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC

Beckie A. Des Forge

(typed-printed or stamped name of Notary)

My Commission Expires:

EXHIBIT "1"  
MEMBERS/ORGANIZING MEMBERS AND  
PERCENTAGE OF OWNERSHIP OF EACH

Name of Member	Percentage Ownership	Address of Manager
Golden Florida Management, Inc., a Fla. corporation	30%	1399 West State Road 434 Longwood, Florida 32750
Jorge DelRio	20%	8002 Palm Lake Drive Orlando, Florida 32819
Fernando Sikes	20%	3339 Stonewood Court Orlando, Florida 32806
Rasu, Inc., a Florida corporation	30%	735 North Thornton Ave. Orlando Florida