

# L99000006258



**THE UNITED STATES  
CORPORATION  
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 393306 10276A

AUTHORIZATION :

COST LIMIT : PPD

*off 9/30*

ORDER DATE : September 30, 1999

ORDER TIME : 10:47 AM

ORDER NO. : 393306-005

CUSTOMER NO: 10276A

CUSTOMER: Eduardo Anton, Esq  
EDUARDO ANTON, ESQ  
EDUARDO ANTON, ESQ  
Suite 406  
1385 Coral Way  
Miami, FL 33145

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-09/30/99--01055--022  
\*\*\*\*285.00 \*\*\*\*285.00

DOMESTIC FILING

*W99-22627*

NAME: SVK AIRPORT LAND, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY *(300 copies)*  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

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

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DIVISION OF CORPORATIONS  
99 SEP 30 PM 1:29

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99 SEP 30 PM 12:13  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 30, 1999

CSC  
ATTN; CHIRSTINE LILICH

9

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: SVK AIRPORT LAND, L.C.  
Ref. Number: W99000022627

We have received your document for SVK AIRPORT LAND, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

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

Letter Number: 699A00047750

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DIVISION OF CORPORATIONS  
99 SEP 30 PM 1:30

## ARTICLES OF ORGANIZATION

### OF

## SVK AIRPORT LAND, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### ARTICLE I

#### NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **SVK AIRPORT LAND, L.C.**, and its principal office shall be located at 10925 N.W. 27<sup>th</sup> Street, in Miami-Dade County, State of Florida 33172, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate, and the mailing address is the same.

### ARTICLE II

#### PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state,

government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purpose, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

8. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **MANAGEMENT**

This limited liability company shall be managed by a manager or managers and the name and address of such managers, who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are:

MANUEL A VEGA III

10925 NW 27th Street  
Miami, Florida 33172

JAMES W. KERN

10925 NW 27th Street  
Miami, Florida 33172

WINSTON SHIELDS

10925 NW 27th Street  
Miami, Florida 33172

#### **ARTICLE IV**

##### **REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent of this limited liability company is Eduardo Anton, and the street address of the initial registered agent of the limited liability is 1385 Coral Way, Suite 406, Miami, Florida 33145.

#### **ARTICLE V**

##### **DURATION**

These Articles of Organization shall become effective as of the date of filing, (the "Effective Date"). The Company shall exist from the Effective Date, and, unless continued by the unanimous consent of all remaining Members, shall be dissolved and its business shall terminate upon the occurrence of any of the events specified in Section 608.441, Florida Statutes.

#### **ARTICLE VI**

##### **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions and terms of admission required of new members shall be determined as of the time of admission to the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLES VII**

**EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE VIII**

**REGULATIONS**

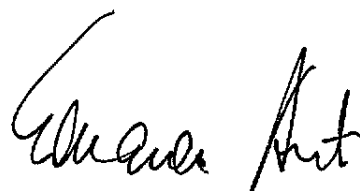
The members shall have the power, by unanimous vote, to adopt, alter, amend or repeal regulations of the limited liability company, containing provisions for the regulations and management of the affairs of the limited liability company.

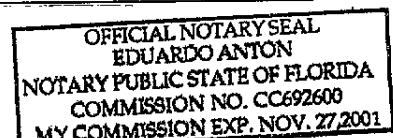
The undersigned are the members of the limited liability company and execute these Articles of Organization, on the 29<sup>th</sup> day of September, 1999.

  
\_\_\_\_\_  
MANUEL A. VEGA, III

STATE OF FLORIDA            }  
                                      : SS  
COUNTY OF MIAMI-DADE    }

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of September, 1999, by MANUEL A. VEGA, III, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC



**STATEMENT DESIGNATING**  
**REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA        }  
                                  : SS  
COUNTY OF MIAMI-DADE }

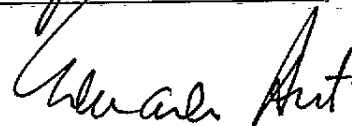
Pursuant to the provisions of Section §608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is:

**SVK AIRPORT LAND, L.C.**

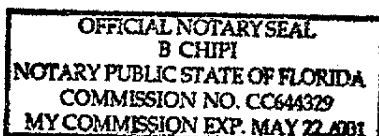
This statement is to acknowledge that, as indicating SVK AIRPORT LAND, L.C., has appointed me, EDUARDO ANTON, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

**DATED** this 29<sup>th</sup> day of September, 1999.



EDUARDO ANTON  
Registered Agent

The foregoing instruction was acknowledge before me this 29<sup>th</sup> day of September, 1999, by EDUARDO ANTON, registered agent on behalf of SVK AIRPORT LAND, L.C., a limited liability company. He is personally known to me.




  
NOTARY PUBLIC

**AFFIDAVIT OF MEMBERSHIP**  
**AND**  
**COTRIBUTIONS**

STATE OF FLORIDA            }  
  : SS  
COUNTY OF MIAMI-DADE    }

In compliance with Florida Statutes Section §608.407(2), the undersigned member of SVK AIRPORT LAND, L.C., deposes and says:

1. The limited liability company identified above has at least three (3) members.
2. The total amount of cash contributed by the members is \$ 100,000.00
3. There is no property other than cash contributed by the members.
4. The amount anticipated to be contributed by the members may increase to a total of \$ 450,000.00

  
\_\_\_\_\_  
MANUEL A. VEGA, III  
Member

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of September, 1999, by MANUEL A. VEGA, III, on behalf of SVK AIRPORT LAND, L.C., a limited liability company. He is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC

