

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

From: Account Name : GREENBERG TRAUIG (WEST PALM BEACH)  
Account Number : 075201001473  
Phone : (561) 650-7900  
Fax Number : (561) 655-6222

Please fax to (561) 994-8898 attn: Beth Gdansk

**LIMITED LIABILITY COMPANY**

**Stonybrook Apartments at Boynton Beach LLC**

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**ARTICLES OF ORGANIZATION  
OF**

**STONYBROOK APARTMENTS AT BOYNTON BEACH LLC**

**ARTICLE I - Name**

The name of the Limited Liability Company is STONYBROOK APARTMENTS AT BOYNTON BEACH LLC (the "Company").

**ARTICLE II - Duration**

The Company shall exist until December 31, 2050, unless sooner dissolved in accordance with Florida law.

**ARTICLE III - Address**

The mailing address and street address of the principal office of the Company is c/o Morton Group, Inc., 902 Clint Moore Road, Suite 124, Boca Raton, FL 33487.

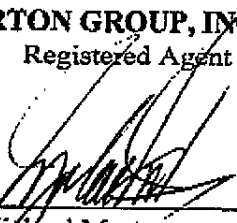
**ARTICLE IV - Registered Agent and Office**

The street address of the Corporation's initial registered office is 902 Clint Moore Road, Suite 124, Boca Raton, FL 33487, and the name of its initial registered agent at such office is Morton Group, Inc.

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of STONYBROOK APARTMENTS AT BOYNTON BEACH, L.L.C. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.

**MORTON GROUP, INC.,**  
Registered Agent

By:   
Michael Morton  
President

**ARTICLE V - Admission of Additional Members**

The members may admit additional members and the terms and condition of the admissions shall be as provided in the Regulations of the Company and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

OCT-05-99 14:21 PM 3:07

GREENBERG TRAURIG  
LLP  
100 WALL STREET  
NEW YORK, NY 10038  
212 692 6000

OCT-05-99 14:21 From: GREENBERG TRAURIG  
1120000025071

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**ARTICLE VI - Members' Rights to Continue Business**

In the event of 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, the business of the Company shall continue so long as there exists one member able to continue the business of the Company.

**ARTICLE VII - Management**

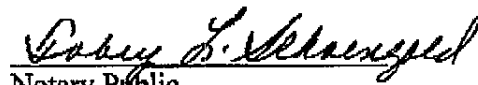
The following shall constitute the management of the Company:

The undersigned member or authorized representative of a member of STONYBROOK APARTMENTS AT BOYTON BEACH, L.L.C. deposes and says:

- 1.
- 2.
- 3.
- 4.

  
Michael Morton

Sworn to before me  
this 4 day of October, 1999

  
Notary Public



TOBEY L. SCHOENGOLD  
My Commission CC501644  
Expires Oct. 12, 1999

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