



L 99000009383

ACCOUNT NO. : 072100000032

REFERENCE : 528130 7181759

AUTHORIZATION :

*Patricia Pijet*

COST LIMIT : \$ 155.00

ORDER DATE : December 23, 1999

ORDER TIME : 5:20 PM

ORDER NO. : 528130-005

500003079995--6

CUSTOMER NO: 7181759

CUSTOMER: Keith W. Upson, Esq  
THE SMITH LAW FIRM  
THE SMITH LAW FIRM  
330 Whitehead Street

Key West, FL 33040

W99-29370

DOMESTIC FILING

NAME: KEY WEST EMPLOYEE HOUSING,  
LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED  
99 DEC 27 PM 1:15  
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TALLAHASSEE FLORIDA

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99 DEC 27 AM 9:19

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

5



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 27, 1999

CSC  
ATTN: JANINE LAZZARINI

SUBJECT: KEY WEST EMPLOYEE HOUSING, LLC  
Ref. Number: W99000029370

**RECEIVED**  
Please give original  
to the person who is the date.

We have received your document for KEY WEST EMPLOYEE HOUSING, LLC and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

Please provide your manager's address in Article IX.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 499A00060179

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

## **ARTICLES OF ORGANIZATION OF KEY WEST EMPLOYEE HOUSING, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

### **ARTICLE I -- NAME**

The name of the limited liability company shall be Key West Employee Housing, LLC ("Company").

### **ARTICLE II -- ADDRESS**

The mailing address of the company shall be 6000 Executive Blvd., Suite 400, Rockville, MD 20852. The street address of the principal office of the company shall be 626 Whitehead Street, Key West, Florida, 33040.

### **ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

### **ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is Wayne LaRue Smith, The Smith Law Firm, a Professional Association, TIB Bank Building, 330 Whitehead Street, Suite 201, Key West, Florida, 33040.

### **ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the sum of one thousand dollars (\$1,000.00).

### **ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

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## ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

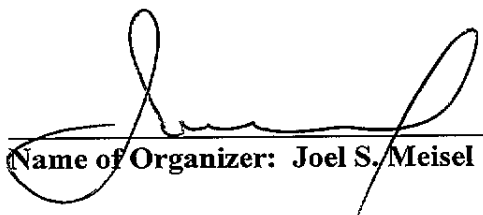
## ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there is at least one remaining member.

## ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Joel S. Meisel. The address of the initial manager is 6000 Executive Boulevard, Suite 700, Rockville, Maryland 20852.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Rockville, Maryland, on this 21st day of December, 1999.

  
Name of Organizer: Joel S. Meisel

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TALLAHASSEE FLORIDA

STATE OF Maryland  
COUNTY OF Montgomery

Sworn to (~~or affirmed~~) and subscribed before me this 21st day of December, 1999, by  
Joel S. Meisel.

Lynda Abrams  
Notary Public -- State of Maryland

Personally Known ✓ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

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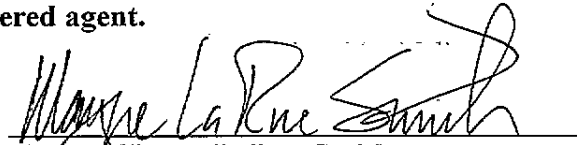
LYNDA ABRAMS  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires July 1, 1982

8/1/2003

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## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Key West Employee Housing, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and 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 his or her duties, and is familiar with and accept the obligations of the position of registered agent.

  
Name: Wayne LaRue Smith  
Registered Agent

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