

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L16000213892
FILED 8:00 AM
November 22, 2016
Sec. Of State
tscott

Article I

The name of the Limited Liability Company is:

FPA II, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

2229 SHERIDAN ST
HOLLYWOOD, FL. UN 33020

The mailing address of the Limited Liability Company is:

2229 SHERIDAN ST
HOLLYWOOD, FL. UN 33020

Article III

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

FLORIDA PRIME ACQUISITIONS, LLC
2229 SHERIDAN ST
HOLLYWOOD, FL. 33020

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.

Registered Agent Signature: EYAL PERETZ

Article IV

The name and address of person(s) authorized to manage LLC:

Title: MGR
FLORIDA PRIME ACQUISITIONS, LLC
2229 SHERIDAN ST
HOLLYWOOD, FL. 33020 UN

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Article V

The effective date for this Limited Liability Company shall be:

11/22/2016

Signature of member or an authorized representative

Electronic Signature: EYAL PERETZ

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.

Instrument Prepared and Record By:
Michael S. Foelster, Esq.
Backer Aboud Poliakoff & Foelster, LLP
400 S. Dixie Highway, Suite 420
Boca Raton, Florida 33432

Property Appraiser's Parcel Control Numbers:
504204050010, 504204050040, 504204050082,
504204050090, 504204050100, 504204050030

WARRANTY DEED

THIS WARRANTY DEED, made this 29th day of December, 2016, by REGENT BANK PROJECT FINANCE, INC., a Florida corporation, whose address is 2205 S. University Drive, Davie, FL 33324, (hereinafter called the "Grantor"), to FPA II, LLC, a Florida limited liability company, whose address is 2229 Sheridan Street, Hollywood, FL 33020 (hereinafter called the "Grantee").

(Whenever used herein the terms "Grantor" and "Grantee" include all the parties to this instrument and the heirs, legal representatives and assigns of individuals, and the successors and assigns of corporations)

WITNESSETH: That the Grantor, for and in consideration of the sum of \$10.00 and other valuable considerations, receipt whereof is hereby acknowledged, hereby grants bargains, sells, aliens, remiss, releases, conveys and confirms unto the Grantee all that certain land situate in Broward County, State of Florida, viz:

Lots 1, 2, 3, 4, 5, 10, 11 and 12 of Block 1, TUSKEGEE PARK, according to the Plat thereof, as recorded in Plat Book 3, Page 9, of the Public Records of Broward County, Florida; LESS therefrom the North 15 feet from said Lots 1, 2, 3, 4 and 5.

a/k/a: 900-906, 914-920, 930 NW 6 Street, Fort Lauderdale, Florida 33311 and 909, 905 NW 5 Court, Fort Lauderdale, FL 33311.

SUBJECT TO:

1. Conditions, restrictions, limitations and easements of record, if any but this provision shall not operate to re-impose the same.
2. Taxes and assessments for 2017 and subsequent years.

TOGETHER, with all the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining.

TO HAVE AND TO HOLD, the same in fee simple forever.

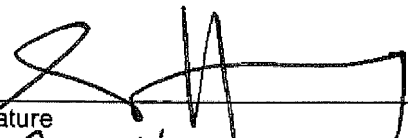
[CONTINUES ON FOLLOWING PAGE]

AND the Grantor hereby covenants with said Grantee that the Grantor is lawfully seized of said land in fee simple; that the Grantor has good right and lawful authority to sell and convey said land, and hereby warrants the title to said land and will defend the same against the lawful claims of all persons whomsoever; and that said land is free of all encumbrances, except taxes subsequent to December 31, 2016.


IN WITNESS WHEREOF, the said Grantor has signed and sealed these presents the day and year first above written.

Signed, sealed and delivered in the presence of:

GRANTOR:
REGENT BANK PROJECT FINANCE, INC.,
a Florida corporation



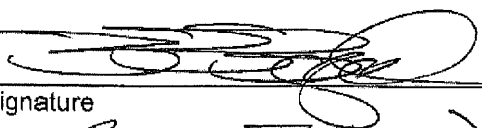
Signature

By: 

Dawn Calder, Executive Vice President

Greg Huber

Print Name



Signature

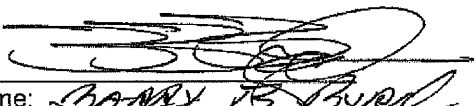
Barry B. Byrd

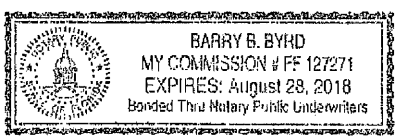
Print Name

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing document was acknowledged before me this 29th day of December, 2016, by Dawn Calder, as Executive Vice President of REGENT BANK PROJECT FINANCE, INC., a Florida corporation, who is personally known to me or produced a valid identification.

Sign: 
Print Name: Barry B. Byrd
Notary Public, State of Florida
My Commission Expires:



This Declaration Page is attached to and forms part of Certificate Provisions.

Previous Account No. NEW Account ID 441589
 Name and address of the Insured FPA II LLC Producer Marker Insurance, Inc.
2229 Sheridan St 1720 Harrison Street 6-A
Hollywood, FL 33020 Hollywood FL 33020

Effective From 12/29/2016 To 12/29/2017 ;
 Both days at 12:01 a.m. standard time at the Insured's mailing address.

Insurance is effective with: Insurer(s) as stated on Form AR CA- Contract Allocation Endorsement

**This Policy consists of the following coverage parts for which a premium is indicated -
 This premium may be subject to adjustment.**

COMMERCIAL PROPERTY COVERAGE PART	Certificate/Policy No.		Premium
Certain Underwriters at Lloyd's, London One Lime Sire et, London EC3M 7HA do Thompson Heath and Bond Limited, 107 Leadenhall Street, London EC3A 4AF	AMR-57663	Property	\$ 15,448
		TRIA	\$ 0
Indian Harbor Insurance Company 505 Eagleview Blvd., Suite 100; Dept Regulatory Exton, PA 19341-1120	N/A	Property	\$ 0
		TRIA	\$ 0
QBE Specialty Insurance Company 88 Pine Street, 16th Floor, Wall Street Plaza New York, NY 10005	N/A	Property	\$ 0
		TRIA	\$ 0
Steadfast Insurance Company 1299 Zurich Way Schaumburg, IL 60196	N/A	Property	\$ 0
		TRIA	\$ 0
General Security Indemnity Company of Arizona One Seaport Plaza, 199 Water Street New York, NY 10038-3526	N/A	Property	\$ 0
		TRIA	\$ 0
United Specialty Insurance Company 1900 L. Don Dodson Drive Bedford, TX 76021	N/A	Property	\$ 0
		TRIA	\$ 0
Lexington Insurance Company 100 Summer Street #2000 Boston, MA 02110	N/A	Property	\$ 0
		TRIA	\$ 0
Princeton Excess and Surplus Lines Insurance Company 555 College Road East Princeton, NJ 08543	N/A	Property	\$ 0
		TRIA	\$ 0
International Insurance Company of Hannover SE Roderbruchstrasse 26, 30655 Hannover, Germany Attn: Ralph Beutter	N/A	Property	\$ 0
		TRIA	\$ 0
		Inspection Fee	\$ 500
			0.00
		Total	\$ 15,948.00
Minimum Earned Premium=\$	5,407		

Dated 01/20/17 By _____


Correspondent and/or Program Manager for the Company(ies)
 AmRisc, LLC, 20405 SH 249, Suite 430, Houston, TX 77070

State stamp if applicable
 CERTCO 10 16

The Correspondent and/or Program Manager is not an Insurer hereunder and neither is nor shall be liable for any loss or claim whatsoever.

NOTICE! You can get protection through the National Flood Insurance Program. Call your agent today!

THIS POLICY DOES NOT COVER FLOOD LOSS



FEMA

F-077 (7/09)

Dawn M. Belin

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2229 Sheridan St 1720 Harrison Street 6-A
Hollywood, FL 33020 Hollywood FL 33020

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		TRIA	\$ <u>0</u>
International Insurance Company of Hannover SE Roderbruchstrasse 26, 30655 Hannover, Germany Attn: Ralph Beutter	N/A	Property	\$ <u>0</u>
		TRIA	\$ <u>0</u>
		Inspection Fee	\$ <u>500</u>
			<u>0.00</u>
	Total		\$ <u>15,948.00</u>
Minimum Earned Premium=\$	5,407		

Dated 01/20/17 By _____


Correspondent and/or Program Manager for the Company(ies)
 AmRisc, LLC, 20405 SH 249, Suite 430, Houston, TX 77070

State stamp if applicable
 CERTCO 10 16

The Correspondent and/or Program Manager is not an Insurer hereunder and neither is nor shall be liable for any loss or claim whatsoever.

NOTICE! You can get protection through the National Flood Insurance Program. Call your agent today!

THIS POLICY DOES NOT COVER FLOOD LOSS



FEMA

F-077 (7/09)

Dawn M. Belin

SURPLUS LINES AGENT: Dawn M. Belin
 LIC # A290258
 1551 Sawgrass Corp Parkway Suite 220
 Sunrise, FL 33323
 PROD. AGT. Kim Ben-Shalom
 Street 1720 Harrison Street, Suite 6-B
 City Hollywood Zip 33020
 This insurance is issued pursuant to the Florida
 Surplus Lines Laws. Persons insured by Surplus
 Lines carriers do not have the protection of the
 Florida Insurance Guaranty Act to the extent of
 any right of recovery for the obligation of an
 insolvent unlicensed insurer.
 Quarter 4TH 2016
 Premium \$15,448.00 Tax \$799.15
 Agents Countersignature _____ J. M. & L. _____

Policy Fee:	<u>\$35.00</u>
Inspection Fee:	<u>\$500.00</u>
FL SL Tax:	<u>\$799.15</u>
FSLSO Service Fee:	<u>\$23.97</u>
Hurricane Cat. Fund:	<u> </u>
Citizens Assess Fee:	<u>N/A</u>
EMPA Surcharge:	<u>N/A</u>
FLRES:	<u>\$4.00</u>
Total Payable at Inception:	\$16,810.12



January 23, 2017

FPA II, LLC
Attn: Eyal Peretz
2229 Sheridan St.
Hollywood, FL 33020

MKDA Florida, LLC ("MKDA") is pleased to submit our proposal to FPA II, LLC ("Client") for architectural and engineering services for 900 NW 6th Street, Fort Lauderdale, Florida.

I. Scope of Work & Services

Architectural, interior design and engineering services for tenant suites, ground floor entry, elevator cabs, upper-level common areas for approximately 13,000 SF of existing office space, and redesign of the building's facade.

A. Schematic Design Phase

MKDA shall provide the following services:

- Obtain digital floor plans of the project from the client
- Prepare preliminary evaluation of program, schedule, and budget
- Develop preliminary design illustrating scale and relationship of project components
- Review applicable building, life safety, and accessibility codes, and apply as required
- Meet with consultants as required

B. Design Development Phase

Upon sign-off of the above information, MKDA shall provide the following services:

- Obtain digital floor plans of the project space from the client
- Evaluate existing job site and verify client-provided floor plans
- Review applicable building code, life safety code, and barrier-free regulations
- Produce detailed drawings using BIM (Building Information Modelling) software
- Prepare specifications of finishes and fixtures
- Produce three-dimensional renderings demonstrating final design concepts
- Meet with consultants as required

The Design Development drawings and specifications are intended for design concept only and cannot be used for construction or architectural purposes.

C. Construction Documentation Phase

Based on the approved design development, and any adjustments requested by Client, MKDA shall prepare the following for approval by Client:

- Complete working set for construction and permitting
- Prepare written specifications to accompany working drawings and schedules
- Incorporate design requirements of governmental authorities having jurisdiction over the project
- Coordinate with consultants as required

D. Bidding and Negotiations Phase

Upon release of the above information, MKDA shall provide the following services:

As a condition of this proposal, the Client agrees to pay MKDA a fee of \$10,000.00 for the preparation of the proposal. This fee is non-refundable and will be applied towards the Client's retainer fee upon execution of the contract.



<u>Construction Administration</u>	<u>\$ 7,000</u>
TOTAL	\$ 45,000

D. Should any changes to the plans be requested by Client after final sign off of Design Development, Client will be billed at the following rates for time incurred:

- Principal: \$225/hour
- Senior Project Designer: \$175/hour
- Project Designer: \$125/hour
- CAD Operator: \$ 90/hour

III. Reimbursable Expenses

Reimbursable expenses shall be charged at a rate of 1.1 times direct cost, and include but are not limited to travel, lodging, reproductions, blueprinting, postage, freight, film, film processing, courier delivery, packing and shipping costs, telephone charges, mock-ups, and custom samples. These expenses are in addition to the fee for services and shall be invoiced on a monthly basis.

IV. Additional Services

The following services are not included in our scope: structural and civil engineering, signage, landscape design, security, specialty lighting, voice/data, IT, audiovisual, professional renderings, professional cost estimates, filing/expediting services, revisions to work previously approved by the Client, and site plan and/or special approval packages for local municipalities.

Thank you for this opportunity to present our services, and we look forward to working with you.

Sincerely yours,
MKDA Florida, LLC

Amanda Hertzler, NCIDQ, IIDA
Executive Managing Director

FPA II, LLC

Signature _____

Name Eyal Peretz

Title Manager

December 05, 2016

FPA II, LLC
1800 SE 10th Avenue, Suite 300
Fort Lauderdale, FL 33316

Subject: Phase I Environmental Site Assessment Report for the
Mixed-Use Property
(5042-04-05-0010;0030;0040;0082;0090;0100)
Located at 900-930 Northwest 6th Street and 905-909 Northwest 5th Court
Fort Lauderdale, Broward County, FL
LandScience Project Number: 21661008

Dear Ladies and Gentlemen,

LandScience is pleased to submit the attached report on a Phase I Environmental Site Assessment (ESA) for the above referenced property. The Phase I ESA was conducted in general accordance with good commercial and customary practice with respect to the range of contaminants within the scope of the Comprehensive Environmental Response, Compensation, and Liability Act (i.e., Superfund) and petroleum products, as described in the American Society for Testing and Materials document Standard Practice for Environmental Site Assessments: Phase I Environmental Site Assessment Process (ASTM E 1527-13) and the Environmental Protection Agency's All Appropriate Inquiry (AAI) rule (40 CFR 312). The objectives of this assessment were to assess the current condition and use of the above referenced property, historical land uses at the above referenced property, and past and present uses of adjacent properties and their possible environmental impact on the above referenced property.

We declare that, to the best of our professional knowledge and belief, we meet the definition of Environmental Professional as defined in Section 312.10 of 40 CFR, and we have the specific qualifications based on education, training, and experience to assess a property of the nature, history, and setting of the subject property. We have developed and performed the all-appropriate inquiries in conformance with the standards and practices set forth in 40 CFR Section 312.

LandScience appreciates the opportunity to assist you on this project. We look forward to providing you with our services again in the near future. Please feel free to contact us if you have questions concerning the report.

Yours Very Truly,

LandScience, Inc.



Nelly Sagastume
Project Manager



Rob Ludicke, M.Sc., REP # 5985
President

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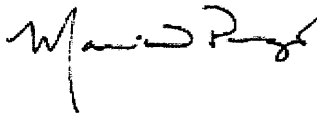
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21661008, December 2016
Phase I ESA
Commercial Property: 12 Unit Multi-Family Residential Building
Located at 900-930 Northwest 6th Street and 905-909 Northwest 5th Court
Fort Lauderdale, Broward County, Florida

ENVIRONMENTAL PROFESSIONAL DECLARATION DOCUMENT

We declare that, to the best of our professional knowledge and belief, we meet the definition of Environmental Professional as defined in Section 312.10 of 40 CFR, and we have the specific qualifications based on education, training, and experience to assess a property of the nature, history, and setting of the Subject Property. Furthermore, we declare that the report is in substantial compliance with ASTM Standard Practice E1527-13 which the EPA has ruled meets the requirements of its all appropriate inquiries rule.

LandScience, Inc.



Mauricio Pagés, P.G.
Director of Operations



Rob Ludicke, M.Sc., REP # 5985
President

21661008, December 2016
Phase I ESA
Commercial Property: 12 Unit Multi-Family Residential Building
Located at 900-930 Northwest 6th Street and 905-909 Northwest 5th Court
Fort Lauderdale, Broward County, Florida

According to land calculation information obtained from the Broward County Property Appraiser's Office, the Subject Property is approximately 50,700 square feet (i.e., approximately 1.16 acres) in size. It is improved with two (2) two-story concrete block and stucco (C.B.S.) commercial buildings, which according to information provided by the Broward County Property Appraiser's Office, contain approximately 12,404 and 8,396 square feet of area. In addition, the northwest corner of the Subject Property is improved with a single-story multi-tenant commercial building, which contains approximately 2,0235 square feet of area. Property appraiser documentation regarding the Subject Property is provided in **Appendix A**. The Subject Property also includes asphalt and concrete paved parking areas, and walkways. At the time of the site visit, the Subject Property buildings were occupied by the following tenants: Law Office of John C Daly, Personal Injury Attorney, PIP Law Group, A-1 Bail Bonds Inc, Adams Consulting, Fort Lauderdale Community Development, Fidelity Financial Services, ChiroCare of Florida, Affordable Health Care, New Bridge Insurance and the Community Redevelopment Agency.

According to information obtained from reviewing historical aerial photographs, the Subject Property has been improved with commercial/residential buildings similar in size, shape, orientation, and configuration to the present-day buildings since 1955 (900-906 Northwest 6th Street) 2008 (914-920 Northwest 6th Street) and 1965 (930 Northwest 6th Street). Prior to 2008, the property had consisted of the two (2) commercial buildings similar to current conditions and two (2) single-story apartment buildings (905-909 Northwest 5th Court) on the southern portions of the Subject Property since at least 1973. Prior to 1973, the Subject Property had consisted of two (2) commercial buildings and up to six residential dwellings throughout the Subject Property since at least 1968. Prior to 1968, the Subject Property had consisted of one (1) retail store and five (5) residential dwellings since at least 1950. Prior to 1950, the Subject Property had consisted of one (1) retail store and three (3) residential dwellings since at least 1928.

According to information obtained from reviewing historical city directories, the historical occupants of the Subject Property address had consisted of various commercial and residential listings since its development. No environmentally suspect businesses were listed for the Subject Property. In addition, the city directories indicated that the historical occupants of properties in the surrounding areas of the Subject Property had been

21661008, December 2016
Phase I ESA
Commercial Property: 12 Unit Multi-Family Residential Building
Located at 900-930 Northwest 6th Street and 905-909 Northwest 5th Court
Fort Lauderdale, Broward County, Florida

presence or likely presence of vapors from contaminants of concern (COCs) in the subsurface (soil and/or groundwater) of the Subject Property is considered to be a low risk environmental concern to the Subject Property.

However, since two of the Subject Property buildings (914-920 Northwest 6th Street and 930 Northwest 6th Street) were developed prior to the 1989 ban on the use of sprayed-on friable asbestos-containing materials (ACMs), it is possible that friable and non-friable ACMs are present within the building. Overall, the suspect ACMs were observed in good condition and do not pose a health and safety concern to the occupants of the Subject Property buildings at this time. No evidence of deteriorating building materials were observed during the site walk-through. Identified suspect ACMs would need to be sampled to confirm the presence or absence of asbestos prior to any renovation or demolition activities to prevent potential exposure to workers and/or building occupants. Asbestos samples were not collected for analysis from the Subject Property buildings because it was not within the scope of work for this project.

Finally, two of the Subject Property buildings (914-920 Northwest 6th Street and 930 Northwest 6th Street) were developed prior to the 1978 ban on lead-based paint. Lead-based paint becomes a hazardous condition when it starts to crack, peel, or chip. Based on the age of the buildings, it is possible that lead-based paint is present within the buildings. Overall, the painted interior surfaces within the Subject Property buildings were observed to be in good condition with no evidence of cracking, scaling, chipping, peeling, or loose paint observed in accessible areas and do not pose a health and safety concern to the occupants of the Subject Property buildings at this time. Paint within the Subject Property buildings would need to be sampled to confirm the presence or absence of lead-based paint prior to any renovation or demolition activities to prevent potential exposure to workers and/or building occupants. Paint samples were not collected for analysis from the Subject Property buildings because it was not within the scope of work for this project.