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FLORIDA/FOREIGN LIMITED LIABILITY COMPANY

WINDSOR ARMS APARTMENTS, LLC

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WINDSOR ARMS APARTMENTS, LLC

ARTICLES OF ORGANIZATION

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is WINDSOR ARMS APARTMENTS, LLC (the "Company").

ARTICLE II. COMPANY ADDRESSES

The street address of the principal office of the Company is 5203 Wesconnett Boulevard, Jacksonville, Florida 32210. The mailing address of the Company is P. O. Box 542, Franklin, North Carolina 28744.

ARTICLE III. DURATION AND CONTINUATION

The period of duration for the Company shall be perpetual, unless terminated by the Members of the Company.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The Company designates 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, as the street address of the initial registered office of the Company and names Mark M. Green as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE V. MANAGEMENT

The business operations of the Company shall be conducted, carried on, and managed by one or more Managers, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. The following ~~are~~ ^{is} the name and address of the sole initial Manager of the Company:

Jayne Haynes
341 Preserve Drive
Franklin, North Carolina 28734

Each Manager shall serve in such capacity until the first or next annual meeting of the Members or until such Manager's successor is duly elected and qualified.

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ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such additional Members, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VII. MEMBERS' RIGHT TO CONTINUE BUSINESS

The Members shall have the right to continue the business of the Company on the death, incapacity, 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 Company in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned sole initial Member of the Company has executed these Articles of Organization effective this 28th day of April, 2009.

WINDSOR ARMS APARTMENTS,
LLC, a Florida limited liability
company

By: Jayne Haynes
Jayne Haynes, Sole
Initial Member

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, WINDSOR ARMS APARTMENTS, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the State of Florida.

1. The name of the Company is: WINDSOR ARMS APARTMENTS, LLC.
2. The name of the registered agent and the address of the registered office of the Company ~~are~~_{is}:

NAME: Mark M. Green

ADDRESS: 200 West Forsyth Street, Suite 1100
Jacksonville, Florida 32202

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.

By: Mark M. Green
Mark M. Green, Registered Agent

Dated: April 28th, 2009

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