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02 JUL 19 AM 8:50
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LIMITED LIABILITY COMPANY

Shopping Center Development, L.L.C.

RECEIVED
02 JUL 22 AM 8:11
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Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$130.00

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**ARTICLES OF ORGANIZATION
OF
SHOPPING CENTER DEVELOPMENT, L.L.C.**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.**

The name of the Limited Liability Company is: **SHOPPING CENTER DEVELOPMENT, L.L.C.**

2. **ADDRESS.**

The mailing address and the street address of the principal office in Florida for the Limited Liability Company is: 1100 Main Street, The Villages, Florida 32159.

3. **PERIOD OF DURATION.**

The period of duration of the Limited Liability Company shall commence on the date of filing of these Articles of Organization and shall be perpetual, unless the Limited Liability Company is dissolved pursuant to provisions of the Florida Limited Liability Company Act or the Articles of Organization of the Limited Liability Company.

4. **PURPOSE.**

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

5. **REGISTERED AGENT.**

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Craig W. Little, Esquire, 976 Del Mar Drive, The Villages, Florida 32159.

6. **ADDITIONAL MEMBERS.**

Additional members may be admitted upon a unanimous vote of the then existing members.

7. **CONTINUITY OF BUSINESS.**

Upon 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 Limited Liability Company, the business of the Limited Liability Company shall not be continued

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and the Limited Liability Company shall be dissolved unless there is obtained the consent of at least two-thirds of the remaining members of the Limited Liability Company.

8. **MANAGEMENT.**

The Limited Liability Company is to be managed by the members. The name and address of the managing member is as follows:

The Villages of Lake-Sumter, Inc.
1100 Main Street
The Villages, Florida 32159

9. **EFFECTIVE DATE.**

The effective date of the Limited Liability Company is the date of filing of these Articles of Organization.

10. **EXECUTING MEMBER.**

The member executing these Articles of Organization on behalf of the members of the Limited Liability Company, is The Villages of Lake-Sumter, Inc. by Mark G. Morse, its President, whose address is set forth above.

EXECUTED at The Villages, Florida on the 19 day of July, 2002.

The Villages of Lake-Sumter, Inc.

By: [Signature]

Mark G. Morse, Vice President

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing Articles of Organization was acknowledged before me this 19 day of July, 2002, by Mark G. Morse as Vice President of and on behalf of The Villages of Lake-Sumter, Inc., the managing member of SHOPPING CENTER DEVELOPMENT, L.L.C., who is personally known to me.

[Signature]
NOTARY PUBLIC - STATE OF FLORIDA

Print Name: _____
Commission Number: _____
Commission Expires: _____

[SEAL]



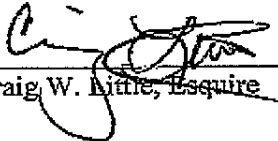
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ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS
REGISTERED AGENT FOR SAID LIMITED LIABILITY COMPANY.



Craig W. Little, Esquire

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 608.415, Florida Statutes, or other more applicable statute, the following is submitted:

That Shopping Center Development, L.L.C., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at 1100 Main Street, The Villages, Florida 32159, has named Craig W. Little as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position, as provided in the Florida Limited Liability Act.

Dated the 19 day of July, 2002


Craig W. Little, Registered Agent

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