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TALLAHASSEE, FLORIDA

8/2/20/11

# STEPHEN H. ARTMAN, P.A.

*Attorneys at Law*

*Stephen H. Artman  
Terri S. Rawasia*

*Hector Melendez, J.D.  
Bar Candidate/Intern*

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December 19, 2011

Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, FL 32314

**RE: 12 BANYAN TRAK OCALA SERIES, L.L.C.**

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability company. Also enclosed please find our firm's check in the amount of One Hundred Thirty and 00/100 Dollars (\$130.00).

Please file the Articles of Organization and return a certified copy to our office.

Thank you for your kind attention to this matter.

Sincerely,

  
STEPHEN H. ARTMAN

SHA/pas  
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
12 BANYAN TRAK OCALA SERIES, L.L.C.**

The undersigned hereby forms a limited liability company under the Florida Limited Liability Company Act and adopt as the Articles of Organization of such limited liability company the following:

I. The name of the limited liability company:

12 BANYAN TRAK OCALA SERIES, L.L.C.

II. The period of the company duration:

The company shall have a perpetual existence.

III. The purpose for which the limited liability company is organized:

The Company is organized to engage in and to do any lawful act concerning any and all lawful business, other than banking or insurance, for which a limited liability company may be organized.

IV. A. The mailing address of the principal office for this company:

ADDRESS: 2888 Loker Avenue East  
Suite 217  
Carlsbad, CA. 92010

B. The company may establish one or more local offices in Florida as necessary.

C. The name and mailing and street address of the registered agent in Florida:

NAME: Stephen H. Artman, Esquire  
ADDRESS: 925 South Florida Avenue  
Lakeland, FL 33803

V. The total amount of cash and a description and agreed value of property other than cash contributed:

One Hundred and No/100 Dollars (\$100.00).

VI. The total additional contributions, if any, agreed to be made by all members, and the times at which or event upon the happening of which, they shall be made:

Additional contributions shall be made at such times and in such amounts as may be agreed by the Company and/or the members as provided in the Operating Agreement for the Company.

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**VII.**        The right, if given, of the members to admit additional members, and the terms and conditions of the admission:

Additional members may be admitted at such times and on such terms and conditions as all members may unanimously agree and as provided in the Operating Agreement for the Company.

**VIII.**       The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the limited liability company:

The remaining members of the Company may continue the business upon the termination of membership of a member in the Company upon majority agreement and as provided in the Operating Agreement for the Company.

**IX.**        Management:

The business of the Company shall be conducted under the exclusive management of its Member-Managers who shall have exclusive authority to act for the Company in all matters. The company is a manager-managed company. The names and addresses of the initial Member-Manager for the Company is:

NAME:	Michael G. Howes, Trustee
ADDRESS	2888 Loker Avenue East Suite 217 Carlsbad, CA. 92010

**X.**        Annual Meetings:

All regularly scheduled annual meetings may be held only following a twenty (20) day notice of meeting providing the date, time, place and purpose of the meeting, unless waived by all members.

**XI.**       Special Meetings:

All special meetings of the managers must be preceded by at least a seven (7) day notice of the date, time, place and purpose of the special meeting, unless waived by all members.

**XII.**       Amendments to Articles:

The manager(s) cannot adopt amendments to the Company Articles of Organization or to the Operating Agreement without member consent.

**XIII.**      Dissolution of Company:

A proposal by management to dissolve the Company must be voted on by the Members.

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**XIV. Managers' Compensation:**

The Managers will not receive compensation; however, they shall be reimbursed for all reasonable expenses advanced on behalf of the Company.

**XV. Other provisions for the regulation of the internal affairs of the limited liability company:**

(1) The Company shall indemnify an individual made a party to a proceeding because he is or was a member, manger, officer, employee or agent of the company against liability incurred in the proceeding if:

- (a) They conducted themselves in good faith; and
- (b) They reasonably believed that their conduct was in or at least not opposed to the Company's best interest; and
- (c) In the case of any criminal proceeding they had no reasonable cause to believe his conduct was unlawful.

(2) The Company shall pay for or reimburse the reasonable expenses incurred by a member, manger, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:

- (a) the individual furnishes the Company a written affirmation of his good faith belief that they have met the standard of conduct described herein;
- (b) the individual furnishes the Company a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that they did not meet the standard of conduct; and
- (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

(3) The indemnification and advance of expenses authorized herein shall not be exclusive to any other right to which any member, manager, officer, employee or agent may be entitled under any By-law, regulation, agreement, vote of members or disinterested managers or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.

(4) The principal place of business of the Company shall be in Florida at such other place as the members from time to time may agree.

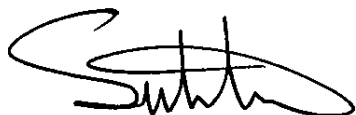
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**DEC 20 AM 11:30**  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Dated this 19<sup>th</sup> day of December, 2011.



STEPHEN H. ARTMAN, ESQUIRE

I, STEPHEN H. ARTMAN, being first duly sworn, on oath, depose and say: That I am the incorporator for 12 BANYAN TRAK OCALA SERIES, L.L.C.; that I have read the contents of the foregoing Articles of Organization of said limited liability company, know the contents thereof; and the statements contained in such Articles of Organization are true and correct and constitute my free and voluntary act.

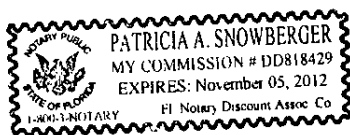



STEPHEN H. ARTMAN

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF POLK

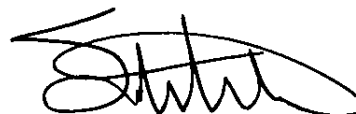
The forgoing instrument was acknowledged before me this 19<sup>th</sup> day of December, 2011, by Stephen H. Artman, who is personally known to me, or who has produced the following identification.



  
Notary Public  
My Commission Expires: 11-05-12

ACCEPTANCE BY REGISTERED AGENT

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 as provided for in Chapter 608, Florida Statutes.



STEPHEN H. ARTMAN