

L01000000154

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

The Village at Holmes Beach Development LLC

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**ARTICLES OF ORGANIZATION
OF
THE VILLAGE AT HOLMES BEACH
DEVELOPMENT LLC**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is The Village at Holmes Beach Development LLC.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 417 12th Street West, Suite 200, Bradenton, Florida 34205.

**ARTICLE III
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of Company's initial registered agent in Florida is Adron H. Walker. The address of Company's registered office in Florida is c/o Barnes Walker, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE V
Management**

A. The Company is to be managed by Managers who will serve until the first annual meeting of the Members. The initial Managers, who shall serve until the organizational meeting of the Company, are identified as follows:

Michael M. Carter, whose address is 417 12th Street West, Suite 200, Bradenton, Florida 34205.

Linda A. Walker, whose address is 417 12th Street West, Suite 200, Bradenton, Florida 34205.

Jonathan C. Tipton, whose address is 417 12th Street West, Suite 200, Bradenton, Florida 34205.

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B. The Managers, acting in accordance with Article II, Section II, of the Company's Operating Agreement, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, including, but not limited to, the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property.

ARTICLE VI

Continuation of Business

A majority in interest of the remaining Member[s] of the Company have the right to continue the business on 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 Company.

ARTICLE VII

Voting Rights

Each Member's vote on matters relating to the Company on which Member[s] are allowed to vote will be weighted in proportion to their ownership interest percentage in the Company compared to all other such interests.

ARTICLE VIII

Profits and Losses Allocation

Profits and losses will be allocated to the Member[s] in accordance with the Operating Agreement/Regulations of the Company.

ARTICLE IX

Amendments

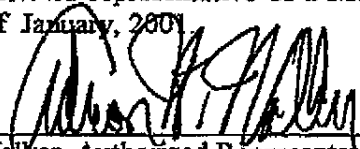
Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Manager.

ARTICLE X

Commencement

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned authorized representative of a Member has executed these Articles of Organization on this 3rd day of January, 2001.


Adron H. Walker, Authorized Representative of
Michael M. Carter, Member

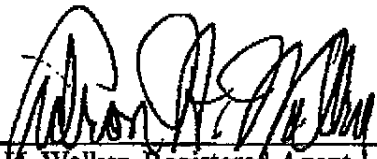
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is The Village at Holmes Beach Development LLC.
2. The name and address of the registered agent and office is: Adron H. Walker, c/o Barnes Walker, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

Having been named as registered agent and to accept service of process for the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 3, 2001.


Adron H. Walker, Registered Agent

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