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LIMITED LIABILITY COMPANY

BARRINGTON WOODS, L.L.C.

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Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
BARRINGTON WOODS, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I

Name

The name of this limited liability company is BARRINGTON WOODS, L.L.C. referred to in these Articles of Organization as the Company.

ARTICLE II

Duration

Unless dissolved earlier, the Company's duration shall be perpetual.

ARTICLE III

Principal Office

The mailing address and street address of the principal office of the Company is:

17 LaVista Drive
Ponte Vedra Beach, Florida 32082

ARTICLE IV

Registered Office and Agent

The initial registered office of the Company is:

One Independent Drive, Suite 2000
Jacksonville, Florida 32202

and its initial registered agent is:

Stoneburner Berry & Simmons, P.A.

SECTION 1, ARTICLE I
ALL IN ACCORDANCE WITH
FLORIDA STATUTES

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SECRETARY OF HOUSING AND URBAN DEVELOPMENT
TALLAHASSEE, FLORIDA

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ARTICLE V
Purpose and Powers

The purposes for which the Company is organized is to acquire, own, develop, construct, mortgage, hypothecate, and otherwise deal in, and make substantive expenditures, in connection with the development, construction, leasing, ownership and operation of the project known as "Barrington Woods Apartments" located in St. Augustine, Florida (the "Project") as described in a commitment to insure a loan, from the Secretary of Housing and Urban Development, Washington, D.C., as amended, and to perform any and all activities necessary and proper in connection therewith and convenient or incidental thereto.

As long as the Secretary of Housing and Urban Development ("HUD") is the insurer or holder of a Note or Notes executed by the Company to a lender selected by the Company, pursuant to the HUD commitment, the sole purpose of the Company shall be to own, invest in, encumber, construct, develop, lease, manage, sell, mortgage, and/or convey the property on which the Project is located (the "Property"), and attendant recreational facilities, pursuant to the Regulatory Agreement executed by the Company and HUD at the closing of the loan, and the applicable HUD handbooks, procedures and requirements applicable to the Project, and to otherwise deal with the Property in order to fulfill the terms and conditions of HUD's commitment to insure, and any commitment from a lender acceptable to the Company to lend the Company money for the Company's purposes, and to do all things necessary, convenient or incidental to the achievement of the foregoing.

In furtherance of such purposes, the Company is authorized to finance the acquisition and construction of the Project with the assistance of mortgage insurance under Section 221(d)(4) the National Housing Act, as amended; to enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Company, including expressly, any contract or contracts with the Secretary which may be desirable or necessary to comply with the requirements of the National Housing Act, as amended, and the regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate or return, methods of operation and other matters; and, generally, to borrow money and execute and deliver any and all bills, notes, mortgages, deeds of trust, agreements, instruments and documents of any kind and nature which may be required by any lender, or by HUD or the Federal Housing Administration, or under Section 221(d)(4) of the National Housing Act or equivalent as amended, or any rule or regulation promulgated thereunder or pursuant thereto.

The Company, acting by and through its Managing Member, is further authorized to execute a note and mortgage in order to secure a loan to be insured by the Secretary and to execute a Regulatory Agreement and other documents required by the Secretary in connection with such loan. Any incoming member, shall, as a condition of receiving an interest in the Company, agree to be bound by the Note, Deed of Trust, Security Agreement, Regulatory Agreement, and any other documents required in connection with the FHA insured loan to the same extent and on the same terms as the other Members.

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Notwithstanding any other provision in the Regulations or Articles of Organization, upon any dissolution of the Company, no title or right to possession and control of the Project, and no right to collect the rents therefrom shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to HUD if the Project is under HUD jurisdiction. The Company shall have no right or power to engage in any business or activity unrelated to the Project, or incur any liability or obligation not connected with the Project.

ARTICLE VI
Management

The Company is to be managed by a Managing Member whose name and address are as follows:

John H. Hanan
17 LaVista Drive
Ponte Vedra Beach, Florida 32082

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ARTICLE VII
Admission of New Members

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 Regulations of this Company.

ARTICLE VIII
Continuation of Business

The remaining Members of the Company may continue its 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 the Member in the Company as provided in the Regulations of the Company.

ARTICLE IX
Relationship of Articles of Organization to Regulations

If a provision of these Articles of Organization differs from a provision of the Company's Regulations, then, to the extent allowed by law, the Regulations will govern.

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IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 17th day of May, 2001.


John H. Hanan

Certificate of Designation of Registered Agent and Office


Pursuant to the provisions of Section 608.415, Florida Statutes, the Company submits the following statement to designate a registered office and registered agent in the State of Florida:

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

Stoneburner Berry & Simmons, P.A.
One Independent Drive, Suite 2000
Jacksonville, Florida 32202

The undersigned, having been named as registered agent to accept service of process for the Company at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of registered agent, and is familiar with and accepts the obligations of the position of registered agent.

Stoneburner Berry & Simmons, P.A.

By: 
Sidney S. Simmons, II
Its Vice President

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