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REFERENCE : 216817 9585A

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 155.00

ORDER DATE : July 11, 2001

ORDER TIME : 10:48 AM

ORDER NO. : 216817-005

CUSTOMER NO: 9585A

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CUSTOMER: Bruce G. Duncan, Esq
Potter Clement Lowry &
Duncan
308 East Fifth Avenue

Mount Dora, FL 32757

DOMESTIC FILING

NAME: VILLAGE WALK SOUTH OF VERO
BEACH, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

JB
7/11/01

APPROVED
AND
FILED
01 JUL 11 PM 12:16 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA JUL 11 AM 11:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
VILLAGE WALK SOUTH OF VERO BEACH, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be VILLAGE WALK SOUTH OF VERO BEACH, LLC, ("company").

ARTICLE II - ADDRESS

The mailing address of the principal office of the company is 233 W. Park Avenue, Winter Park, Florida 32789. The street address of the company is 233 W. Park Avenue, Winter Park, Florida 32789.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

ARTICLE IV – REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is Bruce G. Duncan. The address of Company's registered office in Florida is 308 East Fifth Avenue, Mount Dora, Florida 32757.

ARTICLE V – ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company

ARTICLE VI – MEMBERS' RIGHT TO CONTINUE BUSINESS

The remaining members 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. The business may be continued only on the unanimous written consent of the remaining members.

01 JUL 11 PM 12:46
CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII – MANAGEMENT


The company shall be managed by one or more managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The managers may not adopt emergency regulations. The name and address of the initial managers of the company are:

NAME	MAILING ADDRESS	STREET ADDRESS
Ray Kennedy	1301 Green Cove Road Winter Park, Fl. 32789	1301 Green Cove Road Winter Park, Fl. 32789
Ben Benham	2003 Via Tuscanny Road Winter Park, Fl. 32789	2003 Via Tuscanny Rd. Winter Park, Fl. 32789

WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Winter Park, Florida, on this 9TH day of JULY, 2001.


RAY KENNEDY

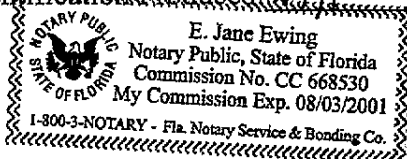
Sworn to and subscribed before me this 9th day of July, 2001, by Ray Kennedy.


Notary Public – State of Florida
Print Name: E. Jane Ewing

Personally Known ☒
OR
Produced Identification _____

Type of Identification Produced: N/A

(SEAL)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEN BENHAM

Sworn to and subscribed before me this 9th day of July, 2001, by Ben Benham.

E. Jane Ewing
Notary Public – State of Florida
Print Name: E. Jane Ewing

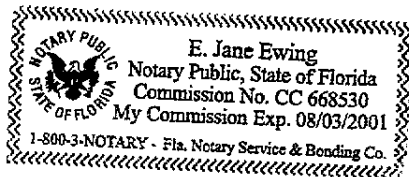
Personally Known ✓

OR

Produced Identification _____

Type of Identification Produced: N/A

(SEAL)



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TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, 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 VILLAGE WALK SOUTH OF VERO BEACH, LLC.
- (2) The name and address of the registered agent and office is: Bruce G. Duncan, 308 East Fifth Avenue, Mount Dora, FL 32757.

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 09, 2001


BRUCE G. DUNCAN

Duncan/villagewalk/certificate

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA