

# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560

DIRECT DIAL - (850) 425-5300  
REAL ESTATE FAX - (850) 222-7139

L010000/4838  
August 30, 2001

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

800004563888--1  
-08/30/01--01038--005  
\*\*\*\*160.00 \*\*\*\*160.00

VIA HAND-DELIVERY

Re: Formation of The Grove at University Club, L.L.C.

Dear Sir/Madam:

Enclosed for filing is an original and one (1) copy of the Articles of Incorporation and Resident Agent Designation for the above-referenced limited liability company. Also enclosed is our firm's check made payable to Florida Secretary of State in the amount of \$160.00 representing the following:

1.	Filing fees	\$125.00
2.	Certified copy of Articles	30.00
3.	Certificate of Status	<u>5.00</u>
<b>TOTAL</b>		<b>\$ 160.00</b>

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

The filing of these Articles need to be "rushed through". Please allow our runner to wait at your office until they are processed.

Thank you for your cooperation. If you have any questions, please do not hesitate to call me.

Yours truly,

*Julia Proctor*

M. Julian Proctor, Jr.

MJP,jr./ktm  
Enclosures

RECEIVED  
DIVISION OF CORPORATIONS  
2001 AUG 30 AM 11:06  
NOT RECORDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

**ARTICLES OF ORGANIZATION**  
**OF**  
**THE GROVE AT UNIVERSITY CLUB, L.L.C.**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, provides the following information for the purpose of forming a Limited Liability Company under the laws of the State of Florida.

1. Name. The name of the Limited Liability Company is **THE GROVE AT UNIVERSITY CLUB, L.L.C.** (the "Company").

2. Period of Duration. The period of duration of the Company shall be from the date of filing until the first to occur of the following:

(i) Fifty (50) years from the date of filing of these Articles of Organization with the Department of State, or

(ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act and the Company's Operating Agreement.

3. Purpose. The Company shall be a single-purpose, single-asset entity. The sole purpose for which the Company is organized is to acquire, own, finance, develop, improve, maintain, lease, operate, manage, sell and otherwise invest in a 4.0± acre tract of land located on Dixie Drive in Tallahassee, Leon County, Florida, to be developed and known as The Grove at University Club (the "Community"). The Community shall constitute the Company's sole asset.

4. Mailing Address and Address of Place of Business. The mailing address and address of the place of business in Florida for the Company is:

384 South Franklin Boulevard  
Tallahassee, Florida 32301

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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5. Registered Agent. The name and address of the Company's initial registered agent is:

Thomas C. Proctor, Jr.  
384 South Franklin Boulevard  
Tallahassee, Florida 32301

6. Management. The Company shall be managed by a Managing Member, and the name and address of the initial Managing Member is as follows:

<u>Name</u>	<u>Address</u>
Thomas C. Proctor, Sr.	384 South Franklin Boulevard Tallahassee, Florida 32301

Executed on this 28<sup>th</sup> day of August, 2001.

**THE GROVE AT UNIVERSITY CLUB, L.L.C.**

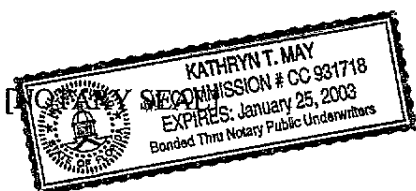
By: Thomas C. Proctor, Sr.  
Thomas C. Proctor, Sr., Member

By: Benjamin R. Vineyard  
Benjamin R. Vineyard, not individually, but as  
Trustee of The Benjamin R. Vineyard Declaration of  
Trust (U/T/A dated January 28, 1991), Member

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, **THOMAS C. PROCTOR, SR.**, as a Member of **THE GROVE AT UNIVERSITY CLUB, L.L.C.**, who: ☒ is personally known to me; ☐ produced a current Florida driver's license as identification; or ☐ produced \_\_\_\_\_ as identification; and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 28<sup>th</sup> day of August, 2001.



Kathryn T. May  
NOTARY PUBLIC  
Kathryn T. May  
Printed name of Notary Public

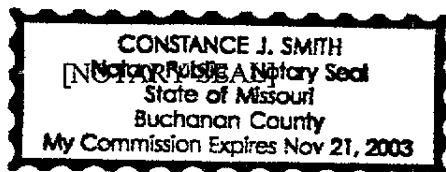
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TALLAHASSEE, FLORIDA

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AND  
FILED

STATE OF MISSOURI  
COUNTY OF Buchanan

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, **BENJAMIN R. VINEYARD**, not individually, but in his capacity as Trustee of THE BENJAMIN R. VINEYARD DECLARATION OF TRUST (U/T/A dated January 28, 1991), as a Member of **THE GROVE AT UNIVERSITY CLUB, L.L.C.**, who: (X) is personally known to me; ( ) produced a current driver's license as identification; or ( ) produced \_\_\_\_\_ as identification; and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 29<sup>th</sup> day of August, 2001.



Constance J. Smith  
NOTARY PUBLIC

CONSTANCE J. SMITH  
Printed name of Notary Public

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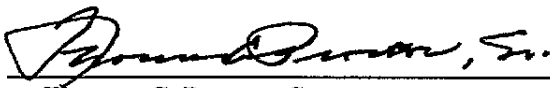
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

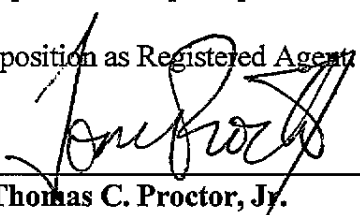
In compliance with Florida Statutes Section 608.415 the following is submitted:

**THE GROVE AT UNIVERSITY CLUB, L.L.C.**, desiring to organize as a Limited Liability Company under the laws of the State of Florida, has designated **384 South Franklin Boulevard, Tallahassee, Florida 32301**, as its initial Registered Office and has named **THOMAS C. PROCTOR, JR.**, located at said address, as its initial Registered Agent.

**THE GROVE AT UNIVERSITY CLUB, L.L.C.**

By:   
Thomas C. Proctor, Sr.  
Managing Member

Having been named Registered Agent and to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, the undersigned hereby accepts said appointment 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 his duties and is familiar with and accepts the obligations of his position as Registered Agent.

  
**Thomas C. Proctor, Jr.**  
Registered Agent  
Date: 8/27/2001

01 AUG 30 04:11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
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