

FLORIDA LANDMARK
COMMUNITIES, INC.

AN ALLETE COMPANY

L010000017678

October 11, 2001

Florida Department of State
Secretary of State
Tallahassee, FL

900004637109--3
-10/15/01--01066--007
****250.00 ****125.00

Re: Filing of Articles of Organization

To Whom It May Concern:

Enclosed please find a check in the amount of \$250. to file Articles of Organization for Palm Coast Land, LLC and Articles of Organization for Palm Coast Forest, LLC.

Also, enclosed is an additional copy of each LLC. Please stamp the copies with the date of filing and return to us in the enclosed self-addressed stamped envelope.

Thank you for your cooperation.

Sincerely yours,

William I. Livingston

William I. Livingston
Manager

Enclosures

el

MAIL out

APPROVED
ASST
FILED
01 OCT 15 PM 3:26
RECEIVED
01 OCT 15 PM 2:03
DIVISION OF CORPORATION
JB
10-15-01

ARTICLES OF ORGANIZATION

FOR

Palm Coast Forest, LLC
a Florida Limited Liability Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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**ARTICLES OF ORGANIZATION
FOR
Palm Coast Forest, LLC
a Florida Limited Liability Company**

The undersigned, an authorized representative of a Member, desiring to form a limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I - NAME

The name of this company shall be Palm Coast Forest, LLC

ARTICLE II - DURATION\CONTINUATION

The period of this company's duration shall be perpetual.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The street and mailing address is One Corporate Drive, Suite 3A, Palm Coast, FL 32137-4715.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this company is as follows: John Natiello, ALLETE Properties, Inc., 226 East Joel Boulevard, Lehigh, Florida 33972.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of such admission shall be stated in the Operating Agreement.

ARTICLE VI

The right, if given, of the remaining members of this company 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 this company shall be as provided for the in the Operating Agreement.

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ARTICLE VII - MANAGEMENT

This company is to be a manager-managed company and the name and address of the initial manager is as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------------|---|
| William I. Livingston | One Corporate Drive, Suite 3A Palm Coast, FL 32137 |

The manager of this company may be changed or additional managers added at any time by a majority of its members.

ARTICLE VIII - INITIAL MEMBER

The name and address of the initial member of this company is as follows:

| <u>Name</u> | <u>Address</u> |
|---|---|
| ALLETE Properties, Inc., a Minnesota corporation | 226 East Joel Boulevard, Lehigh, Florida 33972 |

Assignment of its interest as the initial member of this company shall entitle the assignee thereof to become and to exercise all rights and powers of a member of this company.

ARTICLE IX - CERTIFICATE OF MEMBERSHIP

A member's interest in this company may be evidenced by a certificate of membership issued by this company.

ARTICLE X - AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with the Florida Limited Liability Company Act, and shall be signed and sworn to by all members of the company. In the event a new member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE XI - INDEMNIFICATION

Each individual or entity who is or was a manager or member of this company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such

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TALLAHASSEE, FLORIDA
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person is or was a manager or member of this company ("Indemnatee"), shall be indemnified and held harmless by this company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by this company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of this company, agreement, vote of members or otherwise. Any repeal or amendment of this Article by the members of this company shall not adversely affect any right or protection of a manager or member existing at the time of such repeal or amendment.

ARTICLE XII - OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of this company shall be vested in the members.

ARTICLE XIII - INFORMAL ACTION OF MEMBERS

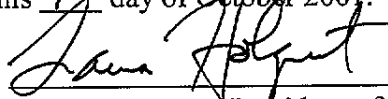
Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting.

ARTICLE XIV - TRANSFER OF MEMBER'S INTEREST

An interest of a member in this company may not be transferred or assigned unless all the remaining members of this company approve of such transfer or assignment by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of the initial member has hereunto set his hand and seal this 9th day of October 2001.

LH



**Laura Holquist, President of
ALLETE Properties, Inc.**

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COUNTY OF FLAGLER
CLERK OF COURT
JANET L. HARRIS

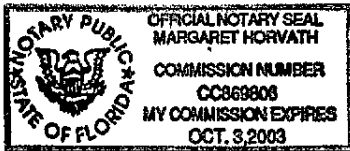
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AND
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STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **Laura Holquist**, who is personally known to me or who produced a driver's license as identification, and who is described as President of the initial member of **Palm Coast Land, LLC** in and who executed the **FOREST,**

foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 9th day of October 2001.



Margaret Horvath
Notary Public, State of Florida
My commission expires:

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 agent.

John Natiello
John Natiello
REGISTERED AGENT:
DATE: 10/9/01

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TALLAHASSEE, FLORIDA