Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : MCGUIRE, WOODS, BATTLE & BOOTHE LLF

Account Number : 071075000166

: (904)798-3200

Phone

Fax Number

: (904)798-3207

LIMITED LIABILITY COMPANY

Vestcor Partners XIII, LLC

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| 0 |
| 02 |
| \$125.00 |
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ARTICLES OF ORGANIZATION FOR VESTCOR PARTNERS XIII, LLC

ARTICLE I - NAME

The name of the Limited Liability Company is:

VESTCOR PARTNERS XIII, LLC

ARTICLE II - ADDRESS

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

3020 Hartley Road, Suite 300 Jacksonville, Florida 32257

ARTICLE III - REGISTERED AGENT & REGISTERED OFFICE

The name and the Florida street address of the registered agent are:

Stephen A. Frick 3020 Hartley Road, Suite 300 Jacksonville, FL 32257

ARTICLE IV - MANAGEMENT (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

John D. Rood, President

Authorized Representative of Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SECRETARY OF STATE ALLAHASSEE, FLORIDA

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CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF

REGISTERED AGENT OF

VESTCOR PARTNERS XIII, LLC

Pursuant to Chapter 608, Florida Limited Liability Company Act, Stephen A. Frick, located at 3020 Hartley Road, Suite 300, Jacksonville, Florida, 32257, having been named as registered agent to accept service of process upon VESTCOR PARTNERS XIII, LLC, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida on this ZZZday of November, 2001.

Stephen A. Frick, Registered Agent

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