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**From:**

Account Name : RICHARD P. PETERMANN  
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**LIMITED LIABILITY COMPANY**

**South Palms, L.L.C.**

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
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TALLAHASSEE, FLORIDA

June 10, 2002

RICHARD P. PETERMANN  
SMITH, GRIMSLEY, BAUMAN, PINKERTON, ET A  
25 WALTER MARTIN RD. NE, STE. 101  
FORT WALTON BEACH, FL 32548

SUBJECT: SOUTH PALMS, L.L.C.  
REF: W02000016719

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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**ARTICLES OF ORGANIZATION**  
**OF**  
**South Palms, L.L.C.**

**KNOW ALL MEN BY THESE PRESENTS:**

The undersigned, as organizer, has this day set his hand hereto for the purpose of forming a limited liability company under and pursuant to the laws of the State of Florida, and for that purpose does hereby adopt these Article of Organization:

**ARTICLE I**

The name of the Limited Liability Company shall be **SOUTH PALMS, L.L.C.** ("The Company"). The principal place of business of the Company in Florida shall be: 25 Walter Martin Road, NE, Suite 101, Fort Walton Beach, Florida and the mailing address of the Company is: c/o Broaderip Companies, L.L.C., 8035 North 85th Way, Scottsdale, Arizona 85258.

**ARTICLE II**

The address of the registered office located in Okaloosa County, Florida is as follows:

**RICHARD P. PETERMANN**  
**SMITH, GRIMSLEY, BAUMAN, PINKERTON,**  
**PETERMANN, SHAW & GRINSTED**  
**25 WALTER MARTIN ROAD, N.E., SUITE 101**  
**FORT WALTON BEACH, FLORIDA 32548**

**ARTICLE III**

The purpose for which this Company is organized is the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida, as they may be amended from time to time.

**ARTICLE IV**

The management of the Company is reserved to the Members. The names and addresses of all the members at the time of formation are as follows:

*#L01000021643*  
**Redfeather Holdings, L.L.C.**  
**An Florida Limited Liability Company**  
**8035 North 85th Way**  
**Scottsdale, Arizona 85258**

*#F93000000510*  
**SCH, Inc.**  
**A Massachusetts Corporation**  
**50101 Governors Dr. Suite 100**  
**Chapel Hill, North Carolina 27517**

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**ARTICLE V**

The latest date upon which the Company is to dissolve is December 31, 2030.


**ARTICLE VI**

To the fullest extent permitted by applicable law, the Company shall indemnify any person who is or was a manager or member or agent of the Company against liability for monetary damages for acts or alleged acts and failures to act or alleged failures to act of such person with respect to the Company.

**ARTICLE VII**

The name and address of the initial statutory agent of the Company is Richard P. Petermann, a Florida corporation, 25 Walter Martin Road N.E., Fort Walton Beach, FL 32548

IN WITNESS WHEREOF, have hereunto set my hand this 31 day of May, 2002.

  
W.K. Brent Broaderip, Organizer

I, on behalf of Richard P. Petermann, a Florida corporation, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or until resignation is submitted in accordance with the Florida Revised Statutes.

Richard P. Petermann  
a Florida corporation

By:   
Richard P. Petermann