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LIMITED LIABILITY COMPANY

The Cottages at Atlantic Beach, LLC

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**ARTICLES OF ORGANIZATION
OF
LIMITED LIABILITY COMPANY
OF
THE COTTAGES AT ATLANTIC BEACH, LLC**

The undersigned, for the purpose of forming a limited liability company under Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I enterprise
NAME**

The name of this limited liability company is THE COTTAGES AT ATLANTIC BEACH, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 2030 Beach Avenue, Atlantic Beach, FL 32233-5935. The members may, from time to time, move the principal office to any other address in the State of Florida and may establish additional offices in and out of the State of Florida.

**ARTICLE III
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Secretary of State. The Company's existence shall be perpetual unless dissolved sooner pursuant to law.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of the Company is Susan S. Bloodworth, Esquire, 170 Malaga Street, Suite A, St. Augustine, Florida 32084.

**ARTICLE VI
ORGANIZER**

The name and address of the organizer of the Company is Susan S. Bloodworth, Esquire, 170 Malaga Street, Ste. A, St. Augustine, Florida 32084.

**ARTICLE VII
MANAGEMENT**

The Company shall be managed by its members.

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**ARTICLE VIII
AMENDMENTS**

The Company reserves the right to amend or repeal any provision of these Articles of Organization, or any amendment(s) thereto, and any right conferred upon the Members is subject to this reservation.

**ARTICLE IX
LIMITATION OF LIABILITY**

The members of the Company shall not be liable under a decree, order of a court, or in any manner for a debt, obligation or liability of the Company.

IN WITNESS WHEREOF, the undersigned organizer and member has executed these Articles of Organization this 6th day of November, 2002.

Susan S. Bloodworth
Susan S. Bloodworth, Esq.
Organizer/Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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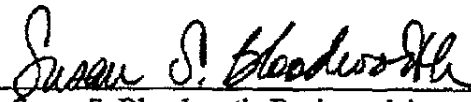
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.425, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Company is **THE COTTAGES AT ATLANTIC BEACH, LLC.**
2. The name and address of the registered agent and office is Susan S. Bloodworth, Esquire, 170 Malaga Street, Suite A, St. Augustine, Florida 32084.

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.



Susan S. Bloodworth, Registered Agent
170 Malaga Street, Ste. A
St. Augustine, FL 32084

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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