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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 954425 8432A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 5, 2003

ORDER TIME : 12:14 PM

ORDER NO. : 954425-005

CUSTOMER NO: 8432A

CUSTOMER: Ms. Marilyn Peterson
Sobering, white & Luczak, P.a.

Suite 240
558 West New England Ave.
Winter Park, FL 32789

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DOMESTIC FILING

NAME: BAYBROOK HOMES OF POLK COUNTY,
LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 5, 2003

CSC

SUBJECT: BAYBROOK HOMES OF POLK COUNTY, LLC
Ref. Number: W03000006360

We have received your document for BAYBROOK HOMES OF POLK COUNTY, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 303A00013998

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT

Please give original
submission date as file date.

**ARTICLES OF ORGANIZATION OF BAYBROOK HOMES OF POLK COUNTY, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being duly authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I Name:

The name of the limited liability company (hereinafter referred to as the Company) is BAYBROOK HOMES OF POLK COUNTY, LLC.

ARTICLE II Address:

The mailing address of the principal office of the Company is PO BOX 560040, MONTVERDE FL 34756. The physical address of the principal office of the Company is 16903 Lake Side Drive, Suite 4, Montverde, FL 34756.

ARTICLE III Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV Management:

The Company is to be managed by a Manager and the name and address of the Manager is

H. Braxton Green Jr. 13620 Sunset Lakes Circle, Winter Garden 34787.

ARTICLE V Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of such admissions shall be:

Additional members may be admitted to the Company only upon the unanimous vote of the then existing members and the written consent of the Manager.

ARTICLE VI Members Rights to Continue Business:

The right, if given, of the remaining members of the Company to continue the business upon 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 the Company shall be:


As long as there is at least one remaining member at all times, the remaining members may continue the business of the Company upon 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 the Company, provided that such remaining members unanimously elect to do so within ninety days after such event or occurrence.

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ARTICLE VII Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be deemed to be an agent of the Company solely by virtue of being a member thereof, and no member, as such, shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member thereof.

IN WITNESS WHEREOF, I, H. Braxton Green, Jr., as the Manager of the Company, do hereby execute these Articles of Organization and acknowledge them to be my act this 27th day of February, 2003.

By: 
Name: H. Braxton Green, Jr.
Title: Manager

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TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BAYBROOK HOMES OF POLK COUNTY, LLC

2. The name and address of the registered agent and office is:

H. Braxton Green Jr.
16903 Lakeside Drive, Suite 4
MONTVERDE FL 34756.

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-stated corporation 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.



H. Braxton Green Jr.

Dated: February 08th, 2003