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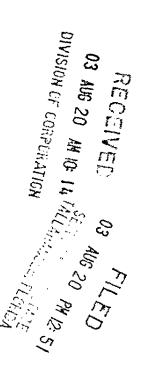
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CORPDIRECT AGENTS, INC. (formerly CCRS) 103 N. MERIDIAN STREET, LOWER LEVEL TALLAHASSEE, FL 32301 222-1173 FILING COVER SHEET TO TO THE REAL PROPERTY OF THE PARTY OF THE ACCT. #FCA-14 **CONTACT:** CINDY DATE: 8-20-03 **REF. #:** <u>0478.18778</u> CORP. NAME: THE RESERVE AT HERON COVE, LLC ( ) ARTICLES OF INCORPORATION ( ) ARTICLES OF AMENDMENT ( ) ARTICLES OF DISSOLUTION ( ) TRADEMARK/SERVICE MARK ( ) FICTITIOUS NAME ( ) ANNUAL REPORT ( ) FOREIGN QUALIFICATION ( ) LIMITED PARTNERSHIP (XX ) LIMITED LIABILITY ( ) MERGER ( ) WITHDRAWAL ( ) REINSTATEMENT ( ) CERTIFICATE OF CANCELLATION ( ) OTHER: STATE FEES PREPAID WITH CHECK# 5060(3 FOR \$ 155.00 **AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:** COST LIMIT: \$\_\_\_\_ PLEASE RETURN: (XX ) CERTIFIED COPY ( ) CERTIFICATE OF GOOD STANDING ( ) PLAIN STAMPED COPY

Examiner's Initials

( ) CERTIFICATE OF STATUS

#### **ARTICLES OF ORGANIZATION**

OF

#### THE RESERVE AT HERON COVE, LLC

These Articles of Organization are submitted for the purpose of forming a fimited liability company pursuant to Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

#### ARTICLE I NAME

The name of this limited liability company (the "Company") is:

## THE RESERVE AT HERON COVE, LLC

## ARTICLE II ADDRESS

The initial mailing address of the Company is Post Office Box 7779, Jacksonville, Florida 32238. The initial street address of the principal office of the Company is 6215 Wilson Blvd. Jacksonville, Florida 32210.

## ARTICLE III REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of the Company for service of process in the State of Florida is as follows:

Gresham R. Stoneburner 841 Prudential Drive, Suite 140 Jacksonville, Florida 32207

Prepared by Gresham R. Stoneburner, Esquire Stoneburner Berry & Simmons P.A. 841 Prudential Drive, Suite 140 Jacksonville, Florida 32207 (904) 393-9000 Flortda Bar No. 0303186

## ARTICLE IV MANAGEMENT

S MO 20 PROS

The Company is to be a manager-managed Company.

## ARTICLE V OPERATING AGREEMENT

The members shall have the power to adopt, alter, amend or repeal an operating agreement as contemplated by the Act (the "Operating Agreement"). The Operating Agreement adopted by the member(s) may be amended, repealed, or altered or a new Operating Agreement may be adopted, from time to time by the member(s).

## ARTICLE VI LIMITED LIABILITY

No member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned being a Member of the Company, has executed these Articles of Organization as of this \_\_\_/9/L day of July, 2003.

THE RESERVE AT HERON COVE, LLC

By: TWT DEVELOPMENT CORPORATION, Member and Manager

By: William B. Towers, Jr., President

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

## THE RESERVE AT HERON COVE, LLC

2. The name and the Florida street address of the Registered Agent are:

Gresham R. Stoneburner 841 Prudential Drive, Suite 140 Jacksonville, FL 32207

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.

Signature of Registered Agent

Gresham R. Stoneburner