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Fax Number : (850) 205-0383

From:

Account Name : DECHURCH, RILEY & DECHURCH, P.A.
Account Number : 075350008207
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LIMITED LIABILITY COMPANY

Heartwood Properties, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$160.00

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ARTICLES OF ORGANIZATION
OF
HEARTWOOD PROPERTIES, LLC

The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act.

ARTICLE I

Name

The name of the limited liability company (the "Company") is Heartwood Properties, LLC.

ARTICLE II

Duration

The Company shall have perpetual existence.

ARTICLE III

Mailing and Street Address of Principal Office

The mailing and street address of the Company's principal office is 3545 Highway U.S. 1 South, St. Augustine, Florida 32086.

ARTICLE IV

Name and Address of Registered Agent

The name of the Company's initial registered agent is John D. Bailey, Jr. The street address of the registered agent is 780 North Ponce de Leon Boulevard, St. Augustine, Florida 32084.

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ARTICLE V
Admission of New Members

The members shall have such rights to admit new members as provided in the Operating Agreement.

ARTICLE VI
Continuity of Business

The members shall have such rights to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member as may be provided in the Operating Agreement.

ARTICLE V
Management

The Company shall be a manager managed company. The initial manager shall be:

William C. Napier

7302 Main Street
Jacksonville, Florida 32208

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization on this 4 day of December, 2003.


William C. Napier

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 4th day of December, 2003, William C. Napier, who (☒) is personally known to me or (☐) has produced Florida driver's license number _____ as identification.

Niki L. Mize
Notary Public
Niki L. Mize
(Name of Notary Typed/Printed/Stamped)
Commission No.: DD 056480
Commission Expires: 9/11/05



Niki L. Mize
MY COMMISSION # DD056480 EXPIRES
September 11, 2005
ISSUED THROUGH FARMER'S MARK, INC.

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TALLAHASSEE, FLORIDA

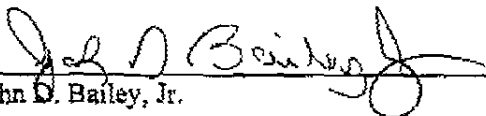
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept my obligations as registered agent.

DATED DECEMBER 4, 2003.



John D. Bailey, Jr.

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TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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