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CORPORATION SERVICE COMPANY™

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ACCOUNT NO. : 072100000032

REFERENCE : 452254 6519A

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 155.00

ORDER DATE : February 20, 2004

ORDER TIME : 10:28 AM

ORDER NO. : 452254-005

CUSTOMER NO: 6519A

CUSTOMER: Ms. Yvonne Larsen
Smith Mackinnon, P.a.

Suite 800, - Citrus Center
255 South Orange Avenue
Orlando, FL 32802

DOMESTIC FILING

NAME: MARBELLA RESERVE PROJECT, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
MARBELLA RESERVE PROJECT, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

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FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be **MARBELLA RESERVE PROJECT, LLC**, and its principal place of business shall be located at 71 East Church Street, Orlando, Florida 32801.

**ARTICLE II
COMMENCEMENT OF EXISTENCE**

This Company shall exist for a period of thirty (30) years commencing on the date of filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved according to law.

**ARTICLE III
GENERAL PURPOSE; GENERAL POWERS**

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV
CONTRIBUTIONS TO CAPITAL**

The initial capital of the Company shall be Five Hundred and no/100 Dollars (\$500.00), which shall be contributed by the members in accordance with their initial ownership interests in the Company, which are as follows:

<u>Member</u>	<u>Ownership Interest</u>
Robert W. Holston, Jr.	50%
Rohland A. June, II	50%

No Member shall be entitled to receive interest in its or his contributions to capital. Each Member's contribution to capital shall be in cash or property as agreed upon by the Members. Additional contributions to capital by the Members may be required pursuant to acts of the Board of Managers.

ARTICLE V **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Company shall be located at 255 South Orange Avenue, Suite 800, Orlando, Florida 32801, and the initial Registered Agent of this Company at that address shall be Alexander C. Mackinnon. The Company may change its Registered Agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

ARTICLE VI **MANAGEMENT / INITIAL BOARD OF MANAGERS**

The management or conduct of the business and affairs of the Company shall be vested in a Board of Managers as provided in the Operating Agreement of the Company. This Company shall have two (2) Managers initially. The number of Managers may be either increased or diminished from time to time by the Operating Agreement of the Company. The names and street addresses of the initial Managers of this Company, who shall serve as Managers until the first annual meeting of the Members or until their successors are elected and qualify, are:

Robert W. Holston, Jr.
71 East Church Street
Orlando, Florida 32801

Rohland A. June, II
71 East Church Street
Orlando, Florida 32801

ARTICLE VII
REGULATIONS

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Board of Managers.

ARTICLES VIII
ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as determined by a majority in interest of the Members.

ARTICLE IX
DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION
OR DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining Members shall continue the business of the Company pursuant to the applicable provisions of law, these Articles of Organization and the Operating Agreement.

ARTICLE X
AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment thereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE XI
HEADINGS AND CAPTIONS

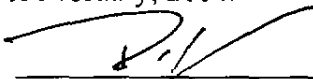
The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XII
MANAGER-MANAGED

That MARBELLA RESERVE PROJECT, LLC is a manager-managed company; that the name and address of the managing manager is:

Robert W. Holston, Jr.
71 East Church Street
Orlando, Florida 32801

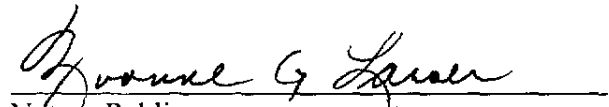
IN WITNESS WHEREOF, the undersigned does make and file these Articles of Organization declaring and certifying that the facts stated herein are true and correct, and do hereby subscribe thereto and hereunto set his hand and seal this 19th day of February, 2004.



Robert W. Holston, Jr.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this _____ day of February, 2004, by **Robert W. Holston, Jr.**, and who is ☒ personally known to me or ☐ produced the following identification: _____, and who did not take an oath.

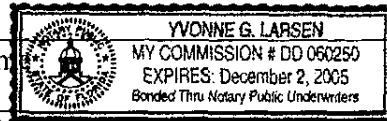


Notary Public

Printed Name _____

My Commission Expires _____

Serial Number _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

MARBELLA RESERVE PROJECT, LLC (the "Limited Liability Company") desiring to organize as a limited liability company or qualify under the laws of the State of Florida has named and designated Alexander C. Mackinnon its Registered Agent to accept service of process within the State of Florida with its registered office located at 255 South Orange Avenue, Suite 800, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Limited Liability Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Limited Liability Company, relating to the proper and complete performance of my duties as Registered Agent.

Dated this 19th day of February, 2004.



Alexander C. Mackinnon
Registered Agent