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Division of Corporations

Page 1 of 1

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Florida Department of State
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

B3 Leesburg South Venture, LLC

Certificate of Status	1
Certified Copy	0
Page Count	01
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**B3 LEESBURG SOUTH VENTURE, LLC
ARTICLES OF ORGANIZATION**

Effective at 12:01 a.m. on the date of this filing, B3 Leesburg South Venture, LLC, a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization pursuant to Sections 608.407 and 608.4081, Fla. Stat.

**ARTICLE 1
NAME**

The name of the limited liability company shall be B3 Leesburg South Venture, LLC.

**ARTICLE 2
DURATION**

The period of duration of the Limited Liability Company shall be perpetual, unless the Limited Liability Company is dissolved pursuant to provisions of the Florida Limited Liability Company Act, the Articles of Organization of the Limited Liability Company, or the Operating Agreement of the Limited Liability Company.

**ARTICLE 3
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 4
STREET ADDRESS OF PRINCIPAL OFFICE**

The mailing address of the Company shall be P.O. Box 1299, The Villages, Florida, and the street address of the principal office of the Company shall be: 976 Del Mar Drive, The Villages, Florida 32159.

**ARTICLE 5
MANAGEMENT**

The Company shall be managed by one manager. The names and addresses of the person who shall serve as manager until the next meeting of members or until his successor is elected and qualified is as follows: R. Dewey Burnsed, 976 Del Mar Drive, The Villages, Florida 32159. The manager shall be elected as provided in the Operating Agreement.

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**ARTICLE 6
ADMISSION OF ADDITIONAL MEMBERS**

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Members shall have the right to admit additional members pursuant to the Operating Agreement adopted by the Company.

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**ARTICLE 7
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members of the Company to continue the business on 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 carried out as provided for in the Operating Agreement adopted by the Company.

**ARTICLE 8
REGISTERED AGENT**

The name and street address of the current registered agent of the Company in the State of Florida is:

R. Dewey Burnsed
976 Del Mar Drive
The Villages, Florida 32159

A written statement as prescribed by the Florida Department of State pursuant to Section 608.415, Fla. Stat. is attached to these Articles of Organization.

IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Articles of Organization on this 27th day of April, 2004.


R. Dewey Burnsed, Manager

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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: B3 Leesburg South Venture, LLC

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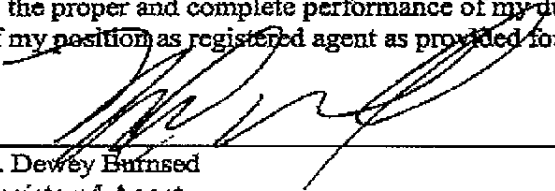
2. The name and the Florida street address of the registered agent and office are: A 10: 27

R. Dewey Burnsed
976 Del Mar Drive
The Villages, Florida 32159

2004 APR 27
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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT:

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 as provided for in Chapter 608, Fla. Stat.



R. Dewey Burnsed
Registered Agent