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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Regency Apartments, Phase II, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Norman M. Orr
(Name of Person)

Spain & Gillon, LLC
(Firm/Company)

2117 Second Avenue North
(Address)

Birmingham, Alabama 35203
(City/State and Zip Code)

For further information concerning this matter, please call:

Norman M. Orr at (205) 581-6266
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF
REGENCY APARTMENTS PHASE II, L.L.C.**

We, the undersigned, desiring to form a Limited Liability Company pursuant to the laws of the State of Florida, certify as follows:

1. The name of the Limited Liability Company is **Regency Apartments Phase II, L.L.C.**

2. The term of the Limited Liability Company shall commence on the date of the filing of these Articles of Organization in the Office of the Department of State for the State of Florida, and shall continue indefinitely, provided, however, that the Limited Liability Company shall terminate and dissolve upon the first of the following events: (a) when there is no remaining Member, unless the holders of all the financial rights in the Limited Liability Company agree in writing, within 90 days after the cessation of membership of the last member, to continue the legal existence and business of the Limited Liability Company and to appoint one or more new members; or (b) on the written consent by all of the Members in their sole discretion.

3. The mailing address and street address of the principal office of the Limited Liability Company is 989 Monument Rd., Jacksonville, FL 32225.

4. The name and mailing address of the initial registered agent shall be C.T. Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. Attached hereto as Exhibit "A" is the written statement required by § 608.415, F.S.

5. The names and mailing addresses of the initial members in the Limited Liability Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Arlington Properties, Inc.	2117 Second Avenue North Birmingham, Alabama 35203
James Dixon	2117 Second Avenue North Birmingham, Alabama 35203

6. The members of the Limited Liability Company shall have the right to admit additional members upon the written consent of the Members owning a majority of the Company Interests.

7. The Limited Liability Company shall be managed by its members. The Members have elected to designate a Company Manager to make ordinary, day-to-day decisions concerning

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the operation of the business and affairs of the Company. The name and address of the Company Manager designated by the Members is as follows:

NAME

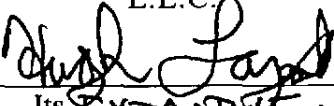
MAILING ADDRESS

Arlington Properties, Inc.

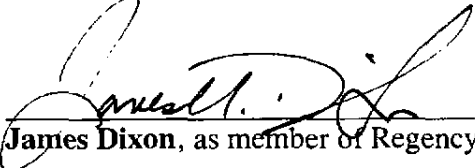
2117 Second Avenue North
Birmingham, Alabama 35203

22nd IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this the day of December, 2004.

ARLINGTON PROPERTIES, INC., an Alabama corporation,
as member of Regency Apartments Phase II,
L.L.C.

By 
Its EXECUTIVE VICE PRESIDENT

In accordance with § 608.408(3) F.S., the above execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.


James Dixon, as member of Regency Apartments Phase II, L.L.C.

In accordance with § 608.408(3) F.S., the above execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

Prepared by:
John P. McKleroy, Jr., Esq.
Norman M. Orr, Esq.
SPAIN & GILLON, L.L.C.
The Zinszer Building
2117 Second Avenue North
Birmingham, AL 35203
(205) 328-4100

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent of Regency Apartments Phase II, L.L.C., a Florida limited liability company (the "Company") and in order to accept service of process for the Company at the place designated in the Articles of Organization of the Company, the Undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The Undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the Undersigned is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

C T Corporation System

By: Dale W. Morris
Its DALE W. MORRIS
ASSISTANT VICE PRESIDENT

Date of Execution: 12-27-09

In accordance with § 608.408(3) F.S., the above execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

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