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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Waverly Partners, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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**ARTICLES OF ORGANIZATION
OF
WAVERLY PARTNERS, LLC**

1. Name. The name of this limited liability company is **WAVERLY PARTNERS, LLC**, a Florida limited liability company (the "Company").
2. Duration. The Company shall be effective upon the filing of these Articles and shall thereafter have perpetual existence.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Place of Business. The mailing and street address of the Company's principal office is 146 Horizon Court, Lakeland, Florida 33813.
5. Registered Agent and Office. The name of the initial registered agent of the Company is Aileen S. Davis. The street address of the initial registered agent of the Company is 100 S. Ashley Drive, Suite 1500, Tampa, Florida 33602.
6. Contributions to the Company. No cash or property has been contributed to the Company by its members. No additional contributions have been agreed upon.
7. Additional Members. Additional members to the Company may be admitted, but only upon the consent of the members of the Company at the time admission is sought.
8. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless all remaining members agree in writing to continue the business of the Company.
9. Management of the Company. The Company is a manager managed company as described more fully in the operating agreement of the Company ("Operating Agreement"), and the business and affairs of the Company shall be managed by or under the direction of one or more managers (the "manager"). The name and current address of the manager is as follows, who shall act in such capacity until otherwise determined by the members in accordance with the Company's Operating Agreement:

Florida Lifestyle Communities, LLC, Manager
146 Horizon Court
Lakeland, Florida 33813

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The undersigned executed these Articles of Organization on the 16th day of June, 2005.


Aileen S. Davis, Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, **WAVERLY PARTNERS, LLC**, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 16th day of June, 2005.


Aileen S. Davis

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