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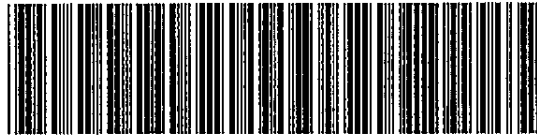
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Royal Oaks of Gainesville, LLC

- Art of Inc. File _____
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- Foreign Corp. File _____
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- Art. of Amend. File _____
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ARTICLES OF ORGANIZATION

OF

ROYAL OAKS OF GAINESVILLE, LLC

FILED
05 JUL 22 PM 12:59
HALL COUNTY CLERK'S OFFICE
GAINESVILLE, FLORIDA

AGREEMENT made as of the 21 day of July, 2005, by
MATTHEW TUCKER RYALS, CHARLES OLINGER, WILLIAM D. OLINGER, III,
WILLIAM D. OLINGER, and CHARLES I. HOLDEN, JR. (hereinafter the
Members or individually the Member);

NOW THEREFORE, it is mutually agreed as follows:

ARTICLE I

FORMATION OF LIMITED LIABILITY COMPANY

The Member hereby creates a limited liability company (the
"LLC") under Chapter 608, Florida Statutes, the laws of the State
of Florida (the "Act") for the purposes described in Article III
below.

ARTICLE II

NAME

The name of the LLC shall be **ROYAL OAKS OF GAINESVILLE, LLC**,
or such other name selected by the Members as may be acceptable to
the appropriate recording official of the State of Florida.

ARTICLE III

PURPOSES AND POWERS

The general nature of the business or businesses to be
transacted and which the LLC is authorized to transact, in addition

to those authorized by the laws of the State of Florida, and the powers of the LLC, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To invest in, acquire, and hold, manage, repair, develop, improve and sell, lease, transfer and otherwise dispose of, and deal in and with real and personal property of every character and description.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the LLC powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-

in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

8. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this LLC, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the LLC to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The mailing address of the principal office of the LLC shall be 9835 SW 37th Road, Gainesville, Florida 32608, and the street address of the principal office of the LLC shall be 9835 SW 37th Road, Gainesville, Florida 32608, or at such other location as may be agreed in writing by the Members.

ARTICLE V

DURATION

This agreement shall be come effective on the date hereof, and the LLC shall have perpetual existence.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions with a total value of Two Thousand and 00/100 (\$2,000.00) Dollars shall be contributed to the LLC by the Members in proportion to their respective percentage interest in the LLC.

In addition to the above, the Members shall make such additional capital contributions as are agreed upon by a vote of the majority of the Members of the LLC.

ARTICLE VII

LIMITED LIABILITY COMPANY POWERS

All the LLC powers shall be exercised by or under the authority of, and the business and affairs of this LLC shall be managed under the direction of the Manager of this LLC. This article may be amended from time to time in the regulations of the LLC by a unanimous vote of the Members of the LLC.

ARTICLE VIII

MANAGEMENT

The LLC is to be managed by a manager, and is, therefore, a manager-managed company. The name and address of such manager who is to serve as manager is:

<u>NAME</u>	<u>ADDRESS</u>
MATTHEW TUCKER RYALS	9835 SW 37 th Road Gainesville, Florida 32608

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the LLC is 9835 SW 37th Road, City of Gainesville, County of Alachua, State of Florida 32608, and the name of its initial registered agent at such address is **MATTHEW TUCKER RYALS**.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by the written consent of a majority in interest of the Members of the LLC. Contributions required of new members shall be determined as of the time of admission to the LLC.

A Member's interest in the LLC may not be sold or otherwise transferred except as shall be provided in the regulations adopted by the Members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the LLC, the LLC shall continue unless the Members, by unanimous vote, dissolve the LLC.

The undersigned, being one of the original members of the LLC, hereby certifies that the foregoing constitutes the proposed Articles of Organization of **ROYAL OAKS OF GAINESVILLE, LLC**, a **Florida limited liability company**.

ARTICLE XI

AMENDMENT TO ARTICLES OF ORGANIZATION

The Members of the LLC reserve the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon the Members herein are granted subject to this reservation. Every such amendment shall be approved by a majority in interest of the Members of the LLC.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 21 day of July, 2005.

Matthew T. Ryals
MATTHEW TUCKER RYALS,
Member/Manager

STATE OF FLORIDA
COUNTY OF ALACHUA

21 The foregoing instrument was acknowledged before me this July day of July, 2005, by **MATTHEW TUCKER RYALS, as a Member and as Manager**, [] who has produced a driver's license issued within 5 years from date as identification; OR [] who is personally known to me; OR [] who produced Other: _____, as identification.

Carol W. Overacker
Notary Public
Printed Name:
Commission No.:



My Commission Expires:

(Affix Notary Seal)

CERTIFICATE OF DESIGNATION OF REGISTERED

AGENT/REGISTERED OFFICE

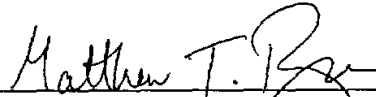
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

(1) The name of the limited liability company is **ROYAL OAKS OF GAINESVILLE, LLC.**

(2) The name and address of the registered agent and office is **MATTHEW TUCKER RYALS, 9835 SW 37th Road, Gainesville, Florida 32608.**

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: July 21, 2005



MATTHEW TUCKER RYALS
Registered Agent