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(City/State/Zip/Phone #)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COOPER BYRNE, PLLC

Requestor's Name

3520 THOMASVILLE ROAD, SUITE 200

Address

TALLAHASSEE, FL 32309

850-553-4300

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. LEGACY COMMUNITIES AT PANHANDLE VALLEY, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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NEW FILINGS	
	Profit
	NonProfit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

ARTICLES OF ORGANIZATION
OF
LEGACY COMMUNITIES AT PANHANDLE VALLEY, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.**

The name of the Limited Liability Company is LEGACY COMMUNITIES AT PANHANDLE VALLEY, LLC (hereinafter referred to as the "Company").

2. **PERIOD OF DURATION.**

The period of duration of the Company shall be from the date of filing of its Articles of Organization until the first to occur of the following:

- (i) The date that is seventy-five (75) years from the date of filing of the Articles of Organization with the Department of State, State of Florida; or
- (ii) Dissolution of the Company pursuant to the provisions of the Florida Limited Liability Act; or
- (iii) By the mutual written agreement of a majority in capital interest of the Members.

3. **PURPOSE.**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. **ADDRESS OF PLACE OF BUSINESS.**

The mailing address and the street address of the place of business for the Company is 3520 Thomasville Road, Suite 200, Tallahassee, Florida 32309. Such address may be changed from time to time as provided in the Operating Agreement.

5. **REGISTERED AGENT**

The initial registered agent in Florida for the Company is Charles L. Cooper, Jr., and the initial registered office is located at 3520 Thomasville Road, Suite 200, Tallahassee, Florida 32309.

The Registered Agent of the Company accepts such appointment solely for purposes of satisfying the requirements of Chapter 608.415, Florida Statutes. The Company and its officers, directors and shareholders understand and agree that the Registered Agent shall use his best reasonable efforts to timely forward to the Manager of the Company, or his written designee, all correspondence, notices and summonses received by the Registered Agent; provided, however, that the Registered Agent shall have no other duty to respond to any such matters, or take any action, without the prior written instruction of the Company.

6. **ADDITIONAL MEMBERS.**

The Company shall have at least one (1) member, and may admit additional members upon the prior unanimous written agreement of the then existing members, or as otherwise provided in the Operating Agreement.

7. **CONTINUITY OF BUSINESS.**

Upon 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, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining members of the Company.

8. **MANAGEMENT.**

Management of the Company shall be by its Members, in the manner provided for in the Operating Agreement.

9. **INDEMNIFICATION.**

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify any member or Manager to the full extent permitted under the Florida Limited Liability Company Act.

Executed this 20 day of September, 2005.

By: **LEGACY COMMUNITIES, LLC**,
a Florida limited liability company
By its Manager, Tampa Financial Company, Inc.,
a Florida corporation

By: _____

Steven F. Been, Its President

Its: Member Manager

STATE OF GEORGIA
COUNTY OF DeKalb

The foregoing instrument was acknowledged before me this 20 day of September, 2005, by Steven F. Been, as President of Tampa Financial Company, Inc., a Florida corporation, the Manager of LEGACY COMMUNITIES, LLC, on behalf of the Company. He (☒) is personally known to me or () produced _____ as identification.

SEAL

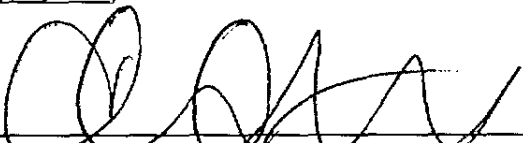
Sheryl Gary
NOTARY PUBLIC
Print Name Sheryl Gary
My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of LEGACY COMMUNITIES AT PANHANDLE VALLEY, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by LEGACY COMMUNITIES AT PANHANDLE VALLEY, LLC.

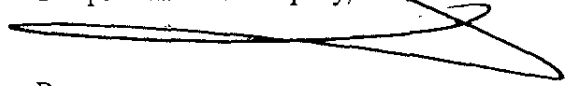
Executed this 29 day of September, 2005.



**CHARLES L. COOPER, JR., REGISTERED
AGENT**

**FOR THE LIMITED LIABILITY
COMPANY:**

~~Legacy Communities, LLC,
a Florida limited liability company
By its Manager,
Tampa Financial Company, Inc.~~


By: _____
Steven F. Been, Its President
Its: Manager