

W5000/20947

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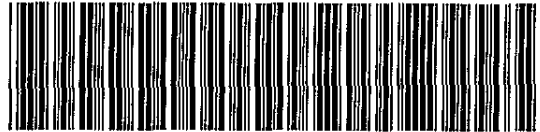
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TERENCE G. VANE, JR.
ATTORNEY AT LAW

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December 15, 2005

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Chester Plaza at Liberty, LLC
Articles of Organization

Ladies and Gentlemen:

An original and one copy of the Articles of Organization of Chester Plaza at Liberty, LLC, including designation and acceptance of registered agent, are enclosed for filing, together with a check payable to the Department of State in the amount of \$155.00 for payment of related fees. Please file the Articles of Organization and return a certified copy to me at the above address. The check for fees is allocated as follows:

Filing Fee:	\$100.00
Registered Agent	
Designation:	\$ 25.00
Certified Copy:	<u>\$ 30.00</u>
Total:	\$155.00

Thank you for your assistance. Should there be any question concerning the Articles of Organization or the filing thereof, please contact me. Any correspondence regarding this filing should be directed to me.

Sincerely,



Terence G. Vane, Jr.

**ARTICLES OF ORGANIZATION
OF**

Chester Plaza at Liberty, LLC

The undersigned organizer hereby certifies that these Articles of Organization have been executed for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608 of the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the charter and authority for the conduct of the business of the limited liability company.

Article I: Name

The name of the limited liability company is: Chester Plaza at Liberty, LLC

Article II: Principal Office

The address of the principal office of the limited liability company is:

96152 Glenwood Road, Yulee, Florida 32097

Article III: Initial Registered Agent

The name of the initial registered agent of the company is: Terence G. Vane, Jr.

The address of the initial registered agent of the company is:

233 East Bay Street, Suite 620, Jacksonville, Florida 32202

Article IV: Management

The limited liability company shall be managed initially by a single manager, in accordance with regulations adopted by the members for the management of the business and affairs of the company. The name of the initial manager who shall serve until a successor is elected and qualified is: George A. Chester, Jr. The address of the initial manager is: 96152 Glenwood Road, Yulee, Florida 32082.

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Article V: Initial Members

There shall be five initial members of the company. Their names and addresses are:

George A. Chester, Jr., 96152 Glenwood Road, Yulee, Florida 32097

Geraldeen G. Chester, 96152 Glenwood Road, Yulee, Florida 32097

Elizabeth L. Chester, 96152 Glenwood Road, Yulee, Florida 32097

Serana K. Chester, 599 3rd Street, Apt. 305, San Francisco, California 94107

George A. Chester, III, 96152 Glenwood Road, Yulee, Florida 32097

Article VI: Member Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission. A member's interest in the company may not be sold or transferred except with the unanimous written consent of all members. Upon the death, 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 limited liability company, the remaining members shall have the right to continue the business of the company upon the unanimous written consent of the remaining members.

Article VII: Duration

The limited liability company shall continue until dissolved in a manner provided by law or as provided by regulations adopted by the members.

Article VIII: Purposes and Powers


The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under Florida Statutes, Chapter 608. The company shall possess all of the powers, without limitation, granted to limited liability companies under Florida Statutes, Chapter 608, or by any other applicable law.

Article IX: Effective Date

The effective date of organization of the limited liability company and the date upon which its existence shall begin is 12:01 A.M., January 1, 2006.

In Witness Whereof, the undersigned, being the organizer of the limited liability company, hereby certifies that these Articles constitute the Articles of Organization of Chester Plaza at Liberty, LLC.

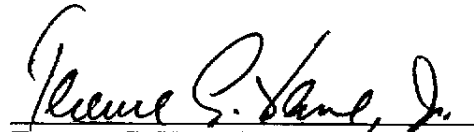
Executed on this the 15th day of December, 2005, at Jacksonville, Florida.


Terence G. Vane, Jr.

Acceptance of Initial Registered Agent

This will acknowledge that the undersigned, Terence G. Vane, Jr., hereby accepts the appointment by Chester Plaza at Liberty, LLC as registered agent for the company to accept service of process. The undersigned hereby agrees to comply with the provisions of Florida Statutes Chapter 608.407(1)(c) and 608.415. The undersigned is familiar with and accepts the obligations and responsibilities of the position of registered agent.

Executed on this the 15th day of December, 2005, at Jacksonville, Florida.

A handwritten signature in black ink, reading "Terence G. Vane, Jr.", written over a horizontal line.

Terence G. Vane, Jr.
233 East Bay Street, Suite 620
Jacksonville, Florida 32202