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Account Name : MORRISON & MILLS, P.A.  
Account Number : I20000000030  
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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Church Street Townhomes, LLC

SEVEN FORTY SEVEN STATE  
TALLAHASSEE FLORIDA

06 JAN 13 AM 9:36

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**ARTICLES OF ORGANIZATION  
OF  
CHURCH STREET TOWNHOMES, LLC**

The undersigned organizer, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this limited liability company shall be CHURCH STREET TOWNHOMES, LLC (hereinafter the "Company")

**ARTICLE II - PURPOSE**

This Company is organized for the purpose of transacting any or all lawful business in accordance with the laws of Florida as enumerated in the Florida Limited Liability Company Act.

**ARTICLE III - DURATION**

This Company shall have perpetual existence.

**ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE**

The mailing and street address and location of the principal offices of the Company shall be 601 So. Dale Mabry Highway, Tampa, Florida 33609, but the Company shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

**ARTICLE V - REGISTERED AGENT**

The name and street address of the initial registered agent of this Company shall be Frederick J. Mills, Esquire, at Morrison & Mills, P.A., 1200 W. Platt Street, Suite 100, Tampa, Florida 33606.

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**ARTICLE VI - MEMBERSHIP**

This Company shall have one (1) Member initially. The names and addresses of the initial members are:

Joseph C. Pupello  
601 So. Dale Mabry Highway  
Tampa, Florida 33609

Additional Members may be admitted to the Company only upon unanimous affirmative vote of all of the then existing Members and upon such terms as may be unanimously agreed upon by such exiting Members in writing. At no time during the existence of this Company shall there ever be less than one Member.

**ARTICLE VII - MANAGEMENT**

The management of the affairs of this Company shall be delegated to a managing member. The Members have unanimously agreed in writing to have this Company managed by Joseph C. Pupello as its Managing Member.

**ARTICLE VIII - ANNUAL MEETING**

The time and place of the annual Members' meeting shall be the 15th day of May of each and every year at the principal offices of the Company unless otherwise fixed in the Regulations or by a resolution of the Members, and the Members may waive notice thereof before or after the meeting.

**ARTICLE IX - POWERS**

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

**ARTICLE X - AMENDMENTS**

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto by unanimous affirmative vote of all of the Members of the

Company at the time of such proposed amendment, and any right conferred upon the Members is subject to this reservation.

**ARTICLE XI - CONTINUATION OF EXISTENCE**

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 remaining Member or Members of the Company shall have a right, by affirmative vote, to continue the existence and business of the Company.

**ARTICLE XII - REGULATIONS**

At a later date, the Members, if they so choose, shall adopt Regulations or an Operating Agreement to govern the operation of this Company. The Regulations or Operating Agreement may thereafter be repealed or altered only upon affirmative vote of all of the Members of the Company at the time of such proposed amendment.

**ARTICLE XIII - CONTRIBUTIONS**

The amount of cash, the description and agreed value of other non-cash contributions, and the amount or description of property anticipated to be contributed by the Members shall be addressed, if at all, in the Regulations or Operating Agreement which is separate and distinct from these Articles.

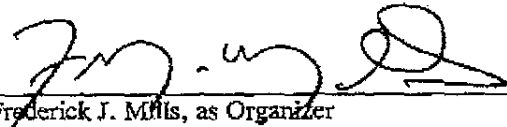
**ARTICLE XIV - ADDITIONAL CONTRIBUTIONS**

Each Member of the Company shall make additional capital contributions to the Company only upon the unanimous consent of all of the Members.

**ARTICLE XV - TAX STATUS**

This Company shall be treated as a partnership for federal tax purposes.

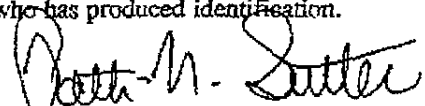
IN WITNESS WHEREOF, the undersigned has hereunto set his hands and seal, acknowledged, and filed the foregoing Articles of Organization under the existing laws of the State of Florida.

  
\_\_\_\_\_  
Frederick J. Mills, as Organizer

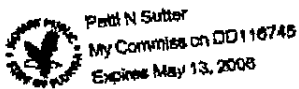
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of January, 2006, by Frederick J. Mills, who is personally known to me or who has produced identification.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
**Patti N. Sutter**

Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
My Commission No. is: \_\_\_\_\_



NO60000108623

STATEMENT OF ACCEPTANCE  
OF APPOINTMENT AS REGISTERED  
FOR  
CHURCH STREET TOWNHOMES, LLC

Having been named in the Articles of Organization of

CHURCH STREET TOWNHOMES, LLC

as Registered Agent to accept service of process for the aforesaid company at its registered office at 1200 W. Platt Street, Suite 100, Tampa, Florida 33606, the undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in the Florida Limited Liability Company Act.

By: [Signature]  
Frederick J. Mills, Registered Agent

DATE: January 13<sup>th</sup>, 2006

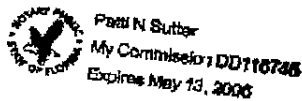
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of January, 2006, by Frederick J. Mills who is personally known to me or who has produced identification.

[Signature]

NOTARY PUBLIC, STATE OF FLORIDA



Print Name: Paul N. Sutter  
My Commission Expires: Paul N. Sutter  
My Commission No. is:

NO60000108623