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FAX NO. 850 477 1730

P. 01

Division of Corporations

Page 1 of 1

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From:

Account Name : MCDONALD FLEMMING MOORHEAD
Account Number : I19990000132
Phone : (850)477-0660
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

WHISPER CREEK OF SANTA ROSA, LLC

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**ARTICLES OF ORGANIZATION
OF
WHISPER CREEK OF SANTA ROSA, LLC**

The undersigned, as the authorized representative of the member of this limited liability company formed under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (2005), adopts the following Articles of Organization for such limited liability company ("Company"):

ARTICLE I

Name

The name of the Company is WHISPER CREEK OF SANTA ROSA, LLC.

ARTICLE II

Duration

The Company's existence shall begin on the date and time these Articles of Organization are filed by the Florida Department of State and shall be perpetual.

ARTICLE III

Principal Office and Mailing Address

The Company's mailing address and the street address of its principal office are:

5805 Saufley Field Road
Pensacola, FL 32526

ARTICLE IV

Initial Registered Agent

Stephen R. Moorhead is the Company's initial registered agent. The mailing and street address for the registered agent is:

25 West Government Street
Pensacola, FL 32502

Stephen R. Moorhead, Esq.
McDonald, Fleming, Moorhead, Ferguson,
Green, Smith, Blankenship, Heath & de Kozan, LLP
25 West Government Street
Pensacola, FL 32502
Florida Bar No. 613339
Telephone: 850/477-0660
Fax: 850/477-1730

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ARTICLE V
Members

The name and address of the initial member of the Company is:

Legacy Development of Northwest Florida, Inc., a Florida corporation
5805 Saufley Field Road
Pensacola, FL 32526

ARTICLE VI
Management

The limited liability company will be managed by one or more managers. The names and addresses of the initial managers of the Company are:

E. Todd Stafford
5805 Saufley Field Road
Pensacola, FL 32526

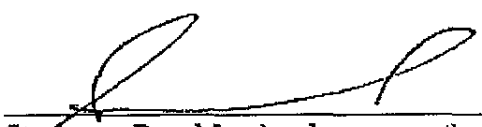
Charles W. Heaton
5805 Saufley Field Road
Pensacola, FL 32526

ARTICLE VII
Other Provisions

1. The remaining member or members of the Company may continue the business of the Company on 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.

2. No member of the Company shall be an agent of the Company solely by virtue of being a member.

Dated this 15th day of February, 2006.


Stephen R. Moorhead, as authorized
representative for the members

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 15th day of February, 2006.



Stephen R. Moorhead
25 West Government Street
Pensacola, FL 32502
Registered Agent

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