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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

WEST OKEECHOBEE PALMS, LLC

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## ARTICLES OF ORGANIZATION

OF

### WEST OKEECHOBEE PALMS, LLC

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

#### ARTICLE I

The name of this limited liability company shall be: West Okeechobee Palms, LLC.

#### ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be c/o Affordable Residential Communities, 600 Grant Street, Suite 900, Denver, Colorado 80203, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

#### ARTICLE III

The initial registered office of this limited liability company is 1201 Hays Street, Tallahassee, Florida 32301-2525. The initial registered agent at that address is Corporation Service Company.

#### ARTICLE IV

This limited liability company shall commence on the date it is accepted for filing by the Florida Secretary of State, and shall exist perpetually thereafter unless sooner dissolved.

#### ARTICLE V

This limited liability company will be a manager-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 15 day of May, 2006.

  
Scott Gosnell, Authorized Representative

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Fax Audit Number: 806000133977 3**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is West Okreechobee Palms, LLC.

SECOND -- The name and address of the registered agent and office is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301-2525

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accept the obligations of its position as registered agent.

Dated as of the 15 day of May, 2006.

Corporation Service Company, Registered  
Agent

By: 

Name:

Title:

Harry B. Davis  
Asst. Vice President

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TALLAHASSEE, FLORIDA

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