

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L06000073400
FILED 8:00 AM
July 25, 2006
Sec. Of State
btadlock

Article I

The name of the Limited Liability Company is:

THE VILLAGES PROPERTIES AND INVESTMENTS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

10916 S.E. TIMUCUAN ROAD
SUMMERFIELD, FL. 34491

The mailing address of the Limited Liability Company is:

POST OFFICE BOX 771393
OCALA, FL. 34477

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

THE MILLHORN LAW FIRM, L.L.C.
13710 U.S. HWY 441
SUITE 100
LADY LAKE, FL. 32159

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, 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 obligations of my position as registered agent.

Registered Agent Signature: RYAN J. MILLHORN

Article V

The name and address of managing members/managers are:

Title: MGRM
MAHER BESHAY
10916 S.E. TIMUCUAN ROAD
SUMMERFIELD, FL. 34491

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Article VI

The effective date for this Limited Liability Company shall be:

07/25/2006

Signature of member or an authorized representative of a member

Signature: MAHER BESHAY