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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

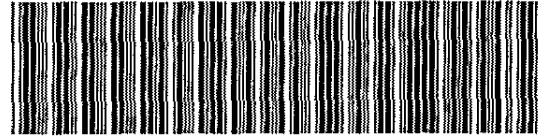
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DIVISION OF CORPORATIONS  
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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Heritage Properties of North Florida LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Scott A Skjordahl

(Name of Person)

(Firm/Company)

226-5 Solano Road Suite 140

(Address)

Ponte Vedra Beach, FL 32082

(City/State and Zip Code)

For further information concerning this matter, please call:

Scott Skjordahl

(Name of Person)

at ( 904 )

386-3535

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status . | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|---|---|---|---|

**Mailing Address**

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

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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**Articles of Organization  
of  
HERITAGE PROPERTIES OF NORTH FLORIDA Limited Liability  
Company**

THESE ARTICLES OF ORGANIZATION forming a limited liability company under the laws of the State of Utah are made and executed this 22nd day of January, 2007, by the undersigned.

1. **Name.** The name of the limited liability company is **Heritage Properties of North Florida Limited Liability Co.** (hereinafter referred to as the "Company").
2. **Term.** The term or period of duration of the Company shall commence as of the date of the filing of these Articles of Organization with the Utah Division of Corporations and Commercial Code and shall continue for a term of twenty (20) years from that date, unless sooner terminated pursuant to law or the provisions of the Company's Operating Agreement.
3. **Business Purpose.** The character and purposes of the Company and its business are (1) real estate development and personal property acquisition; (2) to engage in any lawful act or activity for which companies may be organized under the Florida Business Act; (3) to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same is consistent with the laws of the State of Florida.
4. **Registered Office and Agent.** The street address of the Company's registered office is 226-5 Solano Road Suite 140, Ponte Vedra Beach, Florida 32082. The name of the Company's initial registered agent at that address is Scott A. Skjordahl.

I hereby accept the appointment as registered agent

  
\_\_\_\_\_  
Scott A. Skjordahl, Registered Agent

5. **Substitute Service of Process.** The Division of Corporations and Commercial Code of the Florida Department of Commerce is hereby appointed as the

agent of the Company for service of process if the registered agent has resigned, the registered agent's authority has been revoked, or the registered agent cannot be found or served with the exercise of reasonable diligence.

6. **Management.** The management of the company shall be vested in the Managers and a majority of the Managers voting shall be necessary for all decisions affecting the Company. The Managers shall serve until their successors are appointed or until their resignation or removal. The initial Managers of the company and their addresses are as follows:

Scott A. Skjordahl	Judith A. Skjordahl
226-5 Solano Road Suite 140,	226-5 Solano Road Suite 140,
Ponte Vedra Beach, Florida 32082	Ponte Vedra Beach, Florida 32082

7. **Members.** This company will have two (2) or more Members upon formation and will always maintain at least two (2) Members. New Members may be added to the Company only with the unanimous consent of all the existing Members. If a Member sells or assigns an interest in the Company, the purchaser or assignee is entitled to all of the financial rights of the selling or assigning Member in the Company. The purchaser or assignee IS ( ) IS NOT (X) permitted to participate in the management of the Company without the MAJORITY ( ) UNANIMOUS (X) consent of the non-selling Members. The Organizing Members of the Company and their addresses are as follows:

Scott A. Skjordahl	Judith A. Skjordahl
226-5 Solano Road Suite 140,	226-5 Solano Road Suite 140,
Ponte Vedra Beach, Florida 32082	Ponte Vedra Beach, Florida 32082

As provided in the Company's Operating Agreement, certain powers are vested solely in the Members, acting unanimously, and in the event all Managers resign or are removed from office as provided in the Company's Operating Agreement, the business of the Company shall be under the exclusive management of the Members, acting unanimously.

8. **Continuation of Business.** Under the terms of the operating agreement, the Members MAY ( ) MAY NOT (X) continue the business without dissolution upon the death, expulsion, resignation, or withdrawal of a Member from the Company WITH ( ) WITHOUT (X) the consent of all of the remaining Members.

9. **Contributions.** The Members of the Company have made the following contributions to the Company:

MEMBER: Scott A. Skjordahl

CONTRIBUTION: \$510.00

MEMBER: Judith Skjordahl

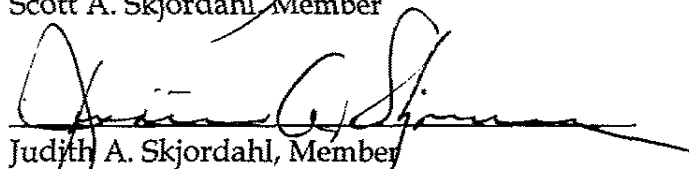
CONTRIBUTION: \$490

10. **Member Liability.** The Members will not be liable for the debts and obligations of the Company.

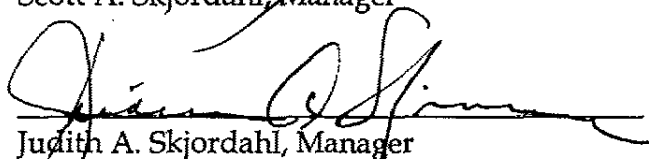
The undersigned hereby acknowledge and affirm to the below named notary public that (1) they appeared before such notary public, hold the positions or titles set forth, and, on behalf of the above named limited liability company by proper authority, either executed the foregoing document before such notary public or acknowledged to such notary public that the undersigned executed the foregoing document, and that (2) the foregoing document was the act of such limited liability company for the purpose stated in it.

Dated the 22 day of January, 2007.

  
\_\_\_\_\_  
Scott A. Skjordahl, Member

  
\_\_\_\_\_  
Judith A. Skjordahl, Member

  
\_\_\_\_\_  
Scott A. Skjordahl, Manager

  
\_\_\_\_\_  
Judith A. Skjordahl, Manager

STATE OF FLORIDA                    )  
  : SS  
COUNTY OF DUVAL                )

BEFORE ME, the undersigned, a Notary Public in and for said County and State, personally appeared John P. Smith and Joseph R. Doe, personally known to me or proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that, by their signatures on the instrument, the persons executed

the instrument.

  
NOTARY PUBLIC

