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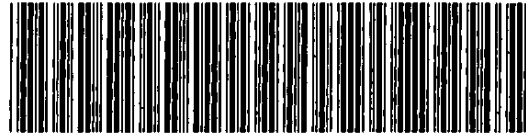
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Registration Section
Division of Corporations

Subject: **THORNTON GARDENS II, LLC**

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

Please return all correspondence concerning this matter to the following:

Christy B. Smith
5513 Donnelly Circle
Orlando, FL 32821

For further information concerning this matter please call:

Christy B. Smith at 407-473-3114

Enclosed is a check for \$130.00 Filing Fee & Certificate of Status.

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ARTICLES OF ORGANIZATION
OF
THORNTON GARDENS II, LLC

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

Article 1 – Name

The name of the limited liability company shall be **THORNTON GARDENS II, LLC** (“Company”).

Article 2 – Address

The principal place of business of the Company in Florida shall be 1513 Montcalm Street, Orlando, FL 32806 and the mailing address shall be 5513 Donnell Circle, Orlando, FL 32821.

Article 3 – Effective Date

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article 4 – Duration

Subject to provisions of Article 9, the Company’s existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

Article 5 – Purposes and Power

The general purpose for which the Company is organized is to engage in the business of running community group homes for the elderly population and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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Article 6 – Registered Office and Registered Agent

The initial address of registered office of this Company is 5513 Donnelly Circle, Orlando, FL 32821. The name of the registered agent of this Company is Christy B. Smith, 5513 Donnelly Circle, Orlando, FL 32821.

Article 7 – Officers

Christy B. Smith, MGRM whose address is 5513 Donnelly Circle, Orlando, FL 32821.

Lisa R. Smith, MGRM whose address is 5513 Donnelly Circle, Orlando, FL 32821.

Article 8 – Admission of New Members

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

Article 9 – Termination of Existence

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

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IN WITNESS WHEREOF, The undersigned, the registered agent of the members, has made and subscribed these Articles of Organization in Orlando, Florida, for the foregoing uses and purposes, this June 24, 2007. Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated, 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 as provided in Chapter 608, F.S.



Christy B. Smith, Registered Agent



Christy B. Smith

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