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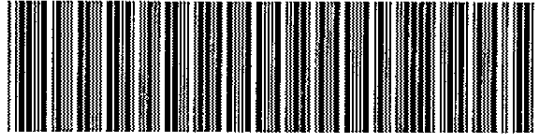
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TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EPRE SPRING HILL 10K, 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:

David Spezza
(Name of Person)

(Firm/Company)

1324 Seven Springs Boulevard - #363
(Address)

Trinity, FL 34655
(City/State and Zip Code)

For further information concerning this matter, please call:

David Spezza at (727) 656-9867
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160 Filing Fee, Certificate of Status & Certified Copy (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

EPRE SPRING HILL 10K, LLC

The undersigned organizer hereby executes and acknowledges these Articles of Organization for the purpose of forming a limited liability company under and by virtue of the laws of the State of Florida as contained in the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE I – NAME

The name of this limited liability company shall be EPRE SPRING HILL 10K, LLC. This limited liability company shall hereinafter be referred to as the “Company”.

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Company shall be 1324 Seven Springs Boulevard, Suite 363, Trinity, Florida 34655. The mailing address of the Company shall be 1324 Seven Springs Boulevard, Suite 363, Trinity, Florida 34655. The Company may relocate its principal office and place of business at any other place as the Members may from time to time deem advisable.

ARTICLE III – DURATION

The existence of this Company shall commence on filing of these Articles of Organization by the Department of State, and the period of its duration and existence shall thereafter be perpetual, unless the Company is earlier dissolved in a manner provided by law in accordance with the Florida Limited Liability Company Act or by regulations adopted by the Members of the Company.

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ARTICLE IV – BUSINESS PURPOSE AND POWERS

The general nature of the business to be transacted by the Company, or the objects or purposes of the Company, shall be as follows:

- (a) to engage in, conduct and carry on the business of investments in real estate, and to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and
- (b) in general, to engage in and transact any and all lawful business, acts or activities for which limited liability companies may be organized according to the laws of the State of Florida.

The Company may exercise all powers, rights and privileges conferred on limited liability companies pursuant to the laws of the State of Florida.

ARTICLE V – REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the company shall be located at 1324 Seven Springs Boulevard, Suite 363, New Port Richey, Florida 34655. The name of the initial registered agent of the Company at such office shall be Bruce Harlan. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law. The Consent to Appointment of the Registered Agent is included with these Articles of Organization.

ARTICLE VI – CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall not cease and the Company shall not be dissolved unless the business of the Company is terminated by consent or agreement of the remaining Members pursuant to the terms of the Operating Agreement. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts executed by such Member in an individual or representative capacity shall survive and shall inure to the benefit of the Company.

ARTICLE VII – MANAGEMENT

The Business of the company shall be managed by one manager or more managers and therefore, a manager-managed company.

ARTICLE IX – RESTRICTIONS ON MEMBERSHIP

The Members reserve the right to admit additional members to the Company at such times and on such terms and conditions in accordance with the terms of the Operating Agreement. Contributions required of the new members shall be determined as of the time of their admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except in accordance with the terms of the Operating Agreement. Additional restrictions or conditions on membership may be set forth in regulations adopted by the Members.

ARTICLE X – OPERATING AGREEMENT

The Members of the Company shall adopt an Operation Agreement which shall act as the operating agreement of the Members pertaining to the regulation, management and affairs of the Company, provided that such Operating Agreement shall not be inconsistent with the Articles of Organization or with the laws of the State of Florida. The Operating

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Agreement shall be repealed or amended from time to time only by the Members of the Company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

The Company reserves the right to amend, alter, change or repeal any provisions contained in the Articles or Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the Members of the Company herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned organizer of EPRE SPRING HILL 10K, LLC, acknowledges that his is an authorized representative of a Member of the Company, and that he has caused to be prepared and has signed the foregoing Articles of Organization for the purposes of forming a limited liability company under the laws of the State of Florida, and that the statements contained therein are, to the best of his knowledge and belief, true, correct and complete.

DATED this 9 day of August, 2007.

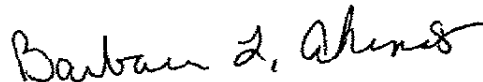


DAVID SPEZZA, Organizer
As Authorized Representative of Member

STATE OF FLORIDA
COUNTY OF PASCO

THIS IS TO CERTIFY that on this date the 9th day of August, 2007, before me, a notary public, personally appeared DAVID SPEZZA, who I am satisfied is the person named as organizer and executor of the foregoing Articles of Organization, has provided FL DL as identification, and who by his respective signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on the date given above.





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CONSENT TO APPOINTMENT
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS of Section 608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered office and registered agent in the State of Florida.

1. The name of the limited liability company is:

EPRE SPRING HILL 10K, LLC

2. The name and address of the registered agent and office are:

BRUCE HARLAN
1324 Seven Springs Boulevard
Suite 363
New Port Richey, FL 34655

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.

SIGNATURE


BRUCE HARLAN

DATE

8-9-07

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