

W07000112325

Florida Department of State
Division of Corporations
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RE-SUBMIT

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

HC Florida/Briarbrook, LLC

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November 6, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION

SUBJECT: EC FLORIDA/BRIARBROOK, LLC
REF: W07000054657

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Marsha Thomas
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Letter Number: 407A00064536SECRETARY OF STATE
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P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION OF
HC FLORIDA/BRIARBROOK, LLC**

ARTICLE I.

The name of the limited liability company is HC FLORIDA/BRIARBROOK, LLC (the "Company").

ARTICLE II.

The Company is organized pursuant to the provisions of the Florida Limited Liability Company Act for the exclusive purposes of acquiring real property (as defined in sections 501(c)(25)(A) and 501(c)(25)(F) of the Internal Revenue Code of 1986, as amended (the "Code")) and holding title to, and collecting income from, such property and remitting the entire amount of income from such property (less expenses) to its Member, which is an organization described in section 501(c)(25)(C) of the Code. It is intended that the Company at all times will be classified as a corporation for federal income tax purposes and will qualify as an organization exempt from federal income taxation under sections 501(a) and 501(c)(25) of the Code.

ARTICLE III.

The Member shall have the right to terminate its interest in the Company either (a) by selling or exchanging its interest to any organization described in section 501(c)(25)(C) of the Code, provided that such sale does not result in the Company's having more than 35 members, as provided in these Articles of Organization; or (b) by having its membership interest redeemed by the Company upon 90 days' written notice.

ARTICLE IV.

The Member of the Company shall have the right to dismiss the Company's investment advisor(s), following reasonable notice, upon an affirmative vote of a majority of the membership interests in the Company.

ARTICLE V.

The period of duration for the Company shall be perpetual.

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ARTICLE VI.

The mailing and street address of the principal office of the Company is 1801 Hermitage Boulevard, Suite 600, Tallahassee, Florida 32308.

ARTICLE VII.

The registered agent for service of process at the registered office of the Company is CT Corporation System. The registered office of the Company is 1200 South Pine Island Road, Plantation, Florida 33324. A written acceptance of appointment as a registered agent is attached as "Exhibit A" to these Articles of Organization.

ARTICLE VIII.

The initial Member shall have the right to admit additional members, provided that the total number of the Company's members shall not exceed 35 and that each such member is a qualified organization within the meaning of section 501(c)(25)(C) of the Code. Any such additional members shall be admitted in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the Regulations of the Company and as are not inconsistent with any provision of these Articles of Organization.

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ARTICLE IX.

The Company shall be managed by a manager and the name of such manager is the State Board of Administration of the State of Florida, a body corporate and a governmental agency of the State of Florida (the "State Board"). The address of the State Board is 1801 Hermitage Boulevard, Suite 600, Tallahassee, Florida 32308.

ARTICLE X.

The Company shall not be dissolved by the occurrence of an event specified in Fla. Stat. Ann. §608.441(1)(c) or by the bankruptcy of a member. In addition, the remaining members of the Company, if any, shall have the right to continue the business of the Company on the resignation, expulsion, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company.

ARTICLE XI.

The Company shall have only one class of membership interest.

ARTICLE XII.

These Articles of Organization may be amended only by action of the Member or Members holding a majority of the membership interests in the Company.

IN WITNESS WHEREOF, the undersigned, executes these of Articles of Organization this 4th day of Oct, 2007.

SOLE MEMBER/MANAGER:

STATE BOARD OF ADMINISTRATION OF
THE STATE OF FLORIDA, a body corporate
and governmental agency of the State of
Florida, as nominee for the Florida Retirement
System Trust Fund

By:



Douglas W. Bennett
Senior Investment Officer, Real Estate

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EXHIBIT "A"

CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT AND REGISTERED OFFICE

1. The name of the limited liability company is HC Florida/Briarbrook, LLC.
2. The name and address of the registered agent and registered office is:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

The undersigned, having been named the Registered Agent of HC Florida/Briarbrook, LLC, hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in the Florida Limited Liability Company Act.

Carine Bay
CARINE BRYAN
SPECIAL ASSISTANT SECRETARY

Registered Agent

Dated: 11/5, 2007

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TALLAHASSEE, FLORIDA

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