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Bryant ▪ Miller ▪ Olive

ATTORNEYS AT LAW

April 29, 2008

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08 APR 30 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: Legacy Communities at Autumn Lakes, LLC
Legacy Communities at Oakleaf Manor, LLC
Legacy Communities at Springfield, LLC

Dear Sir or Madam:

The enclosed Articles of Organization and checks are submitted for filing the above-referenced entities.

Please return all correspondence concerning this matter to the following:

Pamela K. Bailey, Paralegal
Bryant Miller Olive, P.A.
101 North Monroe Street, Suite 900
Tallahassee, Florida 32301

For further information concerning this matter, please call:
Pam Bailey at (850) 222-8611.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

LEGACY COMMUNITIES AT AUTUMN LAKES, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a limited liability company under the laws of the State of Florida does set forth the following:

1. **NAME**.

The name of the limited liability company is LEGACY COMMUNITIES AT AUTUMN LAKES, LLC (hereinafter referred to as the "Company").

2. **PERIOD OF DURATION**.

The period of duration of the Company shall be from the date of filing of its Articles of Organization until the first to occur of the following:

(i) The date that is seventy-five (75) years from the date of filing of the Articles of Organization with the Department of State, State of Florida; or

(ii) Dissolution of the Company pursuant to the provisions of the Florida Limited Liability Company Act; or

(iii) By the mutual written agreement of a majority in capital interest of the Members.

3. **PURPOSE**.

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. **ADDRESS OF PLACE OF BUSINESS**.

The mailing address and the street address of the place of business for the Company is 101 North Monroe Street, Suite 900, Tallahassee, Florida 32301. Such address may be changed from time to time as provided in the Operating Agreement.

5. **REGISTERED AGENT**.

The initial registered agent in Florida for the Company is Charles L. Cooper, Jr., and the initial registered office is located at 101 North Monroe Street, Suite 900, Tallahassee, Florida 32301.

The registered agent of the Company accepts such appointment solely for purposes of satisfying the requirements of Chapter 608.415, Florida Statutes. The Company and its officers, directors and shareholders understand and agree that the Registered Agent shall use his best reasonable efforts to timely forward to the Manager of the Company, or his, her or its written designee, all correspondence, notices and summonses received by the registered agent; provided, however, that the registered

agent shall have no other duty to respond to any such matters, or take any action, without the prior written instruction of the Company.

6. **ADDITIONAL MEMBERS**.

The Company shall have at least one (1) member, and may admit additional members upon the prior unanimous written agreement of the then existing members, or as otherwise provided in the Operating Agreement.

7. **CONTINUITY OF BUSINESS**.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining members of the Company.

8. **MANAGEMENT**.

Management of the Company shall be by its members, in the manner provided for in the Operating Agreement. The members may appoint one or more managers in the manner set forth in the Operating Agreement.

9. **INDEMNIFICATION**.

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify any member or manager to the full extent permitted under the Florida Limited Liability Company Act.

Executed this 29 day of April, 2008.

AUTHORIZED MEMBER:

LEGACY COMMUNITIES, LLC,
a Florida limited liability company

By its Manager:
Legacy Communities Group, Inc., a Florida corporation

By:_____
Stephen F. Been, Its President

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of LEGACY COMMUNITIES AT AUTUMN LAKES, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by LEGACY COMMUNITIES AT AUTUMN LAKES, LLC.

Executed this 29 day of April, 2008.

CHARLES L. COOPER, JR.,
REGISTERED AGENT

FOR THE LIMITED LIABILITY COMPANY:

AUTHORIZED MEMBER:

LEGACY COMMUNITIES, LLC,
a Florida limited liability company

By its Manager:
Legacy Communities Group, Inc., a Florida corporation

By:_____
Stephen F. Been, Its President