

05/28/2008 11:59 FAX

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O'HAIRE, QUINN, CANDLER

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Florida Department of State
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Carney Bayou West #38, LLC

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EXAMINER

ARTICLES OF ORGANIZATION
OF
CARNEY BAYOU WEST #38, LLC

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Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

Article I
Name

The name of the limited liability company is Carney Bayou West #38, LLC.

Article II
Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article III
Units of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units Carney Bayou West #38, LLC, is authorized to have outstanding is 10,000 units, all of which shall be identical units.

Section B. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Article IV
Registered Agent and Office

The address of the initial Registered Office of the Company is 5070 N. Highway A1A, Suite 260, Vero Beach FL 32963, and the name of its initial Registered Agent at such address is James H. Carney, II.

Michael O'Haire
Florida Bar No. 0059698
3111 Cardinal Drive
Vero Beach FL 32963

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Article V
Principal Office

The initial mailing address and street address of the principal office of the company is 5070 N. Highway A1A, Suite 260, Vero Beach FL 32963.

Article VI
Agent for Service of Process

The Department Of State of the State of Florida is designated as the agent of the Company upon whom process in any action or proceeding against it may be served. The address to which the Department Of State shall mail a copy of process in any action or proceeding against the Company which may be served upon it at 5070 N. Highway A1A, Suite 260, Vero Beach FL 32963.

Article VII
Organizer

The name and address of the organizer is:

James H. Carney, II
5070 N. Highway A1A, Suite 260
Vero Beach FL 32963.

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Article VIII
Purpose and Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

Article IX
Management

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company.

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The initial Member-Manager of the Company, who shall serve as such until its successor is elected and shall qualify, is:

<u>Office</u>	<u>Name and Address</u>
Member-Manager	James H. Carney, II 5070 N. Highway A1A, Suite 260 Vero Beach FL 32963

Article X
Indemnification

The Company shall indemnify any Member and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Member-Manager in the event of (i) a breach of such Member and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Member-Manager derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XI
Copies

Copies of the Operating Agreement of Carney Bayou West #38, LLC, may be obtained from James H. Carney, II via a written request mailed to 5070 N. Highway A1A, Suite 260, Vero Beach FL 32963.

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Article XII
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Member-Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Member-Manager.

Article XIII
Amendment of Articles of Organization

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

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signature of Member or authorized representative of Member.

Dated 27 May 2008.


James H. Carney, II
Organizer

Having been appointed the registered agent of Carney Bayou West #38, LLC, I hereby accept the duties and responsibilities of this position.


James H. Carney, II
Registered Agent

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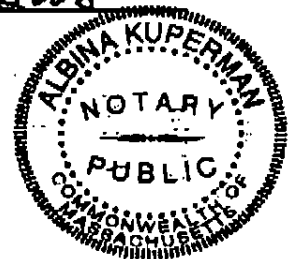
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State of Massachusetts
County of Suffolk

The foregoing instrument was acknowledged before me this May 27th, 2008,
by James H. Carney, II, who is personally known to me or has provided DRIVERS Lic.
as identification..

Albina Kuperman
Notary Public, State of Florida at Large
Print Name: Albina Kuperman
My Commission No: ~~888888~~
My Commission Expires: 8.8.2008



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