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Florida Department of State
Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

BROOKS PROPERTIES, LLC

— See attached
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June 10, 2009

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO

SUBJECT: BROOKS PROPERTIES, LLC
REF: W09000027106

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

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Gina McLeod

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Regulatory Specialist II

Letter Number: 109A00019461

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**ARTICLES OF ORGANIZATION
OF
BROOKS LAND MANAGEMENT, LLC**

The undersigned, acting as organizer of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is BROOKS LAND MANAGEMENT, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The street address, and the mailing address, of the principal office of the Company is 8714 Westmoreland Lake Drive, Cornelius, North Carolina 28031.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 3403 Hidden Lake Drive East, Jacksonville, Florida 32216. The name of the registered agent of the Company at that address is Earl David Brooks.

ARTICLE IV - MANAGEMENT

The Company is to be a manager-managed company.

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ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Organization, and the beginning of the existence of the Company, shall be the date of filing of these Articles of Organization with the Florida Department of State.

The undersigned authorized member-representative has made and subscribed these Articles of Organization this 4th day of June, 2009.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



Ashley T. Brooks, authorized member-
representative

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DEAN MEAD MINTON ZWEMER

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STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.


Earl David Brooks

Date: June 7, 2009

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