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Fax Number : (850) 617-6383

From:

Account Name : ROBERT J. HUTCHINS
Account Number : I19990000126
Phone : (407) 833-3777
Fax Number : (407) 386-6584

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Joyce- Gainesville, LLC

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ARTICLES OF ORGANIZATION
for
JOYCE-GAINESVILLE, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Joyce-Gainesville, LLC ("Company").

ARTICLE II - STREET ADDRESS

The street address of the principal office of the Company shall be 505 Lancaster Street, Unit 4B, Jacksonville, Florida 32204.

ARTICLE III - MAILING ADDRESS

The mailing address of the Company shall be 505 Lancaster Street, Unit 4B, Jacksonville, Florida 32204.

ARTICLE IV - DURATION

The Company is to exist perpetually.

ARTICLE V - PURPOSES AND POWERS

The general purpose for which the Company is organized is to perform the services and duties as required by that certain Development, Construction, Leasing and Property Management Agreement for Gainesville Steinmart Center, by and between The Coalition Partnership and Joyce Development Group, Inc. dated June 10, 2009 and as such may be amended from time to time. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE VI - AUTHORIZED UNITS

The Company shall be authorized to issue 1,000 Membership Units, each of the same Class.

ARTICLE VII - MANAGEMENT

The Company shall be managed by one (1) or more managers and is, therefore, a manager-managed company.

ARTICLE VIII - INITIAL MANAGER(S)

The name(s) and address(es) of the initial Manager(s) of the Company is (are):

Carlton J. Dixon 505 Lancaster Street, Unit 4B, Jacksonville, Florida 32204

John M. Joyce 4651 Salisbury Road, Suite 478, Jacksonville, Florida 32256

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is: 505 Lancaster Street, Unit 4B, Jacksonville, Florida 32204 and the name of the initial registered agent for service of process at that address is Carlton J. Dixon.

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ARTICLE X - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE XI - INDEMNIFICATION

The company shall indemnify its members, managers, officers, employees, and agents to the full extent permitted by law.

ARTICLE XII - EFFECTIVE DATE

The existence of the Company shall commence at 12:01 A.M. on October 14, 2009.



Carlton J. Dixon, an authorized representative of a Member

10/13/2009
Date

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

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby accept 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 as provided for in Chapter 608, F.S.



Carlton J. Dixon, Registered Agent

10/13/09
Date

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