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**Division of Corporations**  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**  
**WATERMAN COVE, LLC**

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**CONSENT TO USE OF CORPORATE NAME**

I, the undersigned Director of Finance of WATERMAN COVE, INC., a Non Profit corporation organized under the laws of the State of Florida under Charter No. N05000012569 (the "Corporation"), hereby consent to the use of the corporate name, WATERMAN COVE, LLC, a Florida limited liability company.

Dated: November 12, 2009

  
\_\_\_\_\_  
Andrew Dujon, Director of Finance  
Waterman Cove, Inc., a Florida corporation

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**ARTICLES OF ORGANIZATION  
OF  
WATERMAN COVE, LLC**

**ARTICLE I - NAME**

The name of this limited liability company is Waterman Cove, LLC (the "Company").

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office and mailing address of the Company is  
250 Brookfield Avenue, Mt. Dora, Florida 32757.

**ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 1031 W. Monte Blvd.  
Suite 160, Winter Park, Florida 32789 and the name of the initial registered agent of the  
Company at that address is Richard A. Leigh.

**ARTICLE IV - PURPOSE**

The Company is organized pursuant to the provisions of the Florida Limited Liability  
Company Act (the "Act") exclusively for charitable and educational purposes within the  
meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be  
amended from time to time (the "Code"); and to exercise all rights and powers conferred on  
limited liability companies under the laws of the State of Florida, including, but not limited to,  
acquiring, owning, maintaining, and otherwise dealing with assisted living and independent  
living retirement communities or facilities, as well as other communities or facilities dedicated to  
the elderly or those individuals who need assistance in the conduct of their daily lives, provided,  
however, that the Company shall not engage in any activities or exercise any powers, that are not  
in furtherance of the specific and primary charitable and educational purposes of the Member of  
the Company.

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ARTICLE V DEDICATION OF ASSETS

The property of the Company is dedicated to the purposes set forth herein and such property shall be used for the benefit of the Member of the Company consistently with the requirements of Section 501(c)(3) of the Internal Revenue Code.

  
Signature of a Member or an Authorized  
Representative of a Member

Andrew Dmon  
Typed or Printed Name of Signer

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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, Florida Statutes.

  
Richard A. Leigh

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