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(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge and file the following articles of organization.

ARTICLE I - NAME

The name of the Limited Liability Company is Russell Drive Apartments #10, LLC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the Limited Liability Company's initial principal office is 28701 Wahoo Drive, Bonita Springs, Florida 34135.

The mailing address of the Limited Liability Company is 28701 Wahoo Drive, Bonita Springs, Florida 34135.

ARTICLE III - REGISTERED AGENT AND OFFICE

The name and Florida street address of the Limited Liability Company's registered agent and office is: Frank C. Russell, 28701 Wahoo Drive, Bonita Springs, Florida 34135.

The mailing address of Limited Liability Company's registered agent is 28701 Wahoo Drive, Bonita Springs, Florida 34135.

Having been named as registered agent to accept service of process within the State of Florida 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 by Chapter 608, Florida Statutes.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT:



Frank C. Russell

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ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one or more members and is, therefore, a member-managed company. Ownership and management of the Limited Liability Company and all rights associated therewith shall be governed by the terms of an Operating Agreement entered into by the members.

ARTICLE V - MEMBERS

The number of members shall not be less than one (1) but may be in such greater number as are appointed from time to time by the unanimous consent of members. Initially, there shall be two (2) members of the Limited Liability Company, whose title, name and address are as follows:

<u>Title</u>	<u>Name</u>	<u>Post Office Address</u>
MGRM	Frank C. Russell	28701 Wahoo Drive, Bonita Springs, Florida 34135.
MGRM	Darlene M. Russell	28701 Wahoo Drive, Bonita Springs, Florida 34135.

ARTICLE VI - PURPOSE

The Limited Liability Company is organized for the purpose of any and all lawful business.

ARTICLE VII - AMENDMENT

The Limited Liability Company reserves the right to amend or repeal any provision contained in these Articles of Organization, or any amendment thereto, and any right conferred upon the members is subject to this reservation.

ARTICLE VIII – EFFECTIVE DATE

Pursuant to Florida Statute Section 608.409, the Limited Liability Company's existence shall be effective as of the date that these Articles of Organization are filed with the Department of State.

ARTICLE IX – INDEMNIFICATION

The Limited Liability Company indemnifies and holds harmless its members and managers for and against any and all claims and demands whatsoever in accordance with Section 608.4229, Florida Statutes.

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IN WITNESS WHEREOF, the undersigned members/authorized representatives certify that this instrument constitutes the Articles of Organization of Russell Drive Apartments #10, LLC, and have executed these Articles of Organization on February 18, 2010.

Frank C. Russell

Frank C. Russell
Authorized Member/Representative

Darlene M. Russell

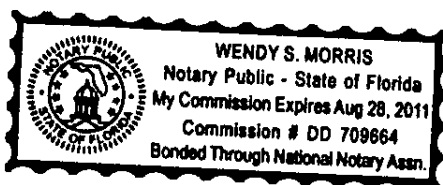
Darlene M. Russell
Authorized Member/Representative

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TALLAHASSEE, FLORIDA

Acknowledgement of Notary Public

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Articles of Organization for a Florida Limited Liability Company were acknowledged before me this 18th day of February, 2010, by FRANK C. RUSSELL, Declarant, as a member of Russell Drive Apartments #10, LLC, and DARLENE M. RUSSELL, Declarant, as a member of Russell Drive Apartments #10, LLC, each of whom are personally known to me.



Wendy S. Morris

Wendy S. Morris, Esquire
Notary Public – State of Florida