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Division of Corporations

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VILLAGES OF NORTH POINT, LLC

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April 12, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MCGUIRE WOODS LLP

SUBJECT: VILLAGES OF NORTH POINT, LLC
REF: W10000017525

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

The document must contain both the street address of the principal office and the mailing address of the entity.

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Tammi Cline
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**ARTICLES OF ORGANIZATION OF
VILLAGES OF NORTH POINT, LLC**
a Florida Limited Liability Company

**ARTICLE I
NAME AND ADDRESS**

The name of the limited liability company is VILLAGES OF NORTH POINT, LLC (the "Company"). The mailing and street address of the principal office of the Company is 1122 Golfair Boulevard, Jacksonville, FL 32209.

**ARTICLE II
PURPOSE**

2.1 The Company shall be formed for the acquisition, development and management of property for charitable, educational, literary and scientific purposes.

2.2 The Company shall have all corporate powers of a limited liability company organized under the Florida Limited Liability Company Act (as amended from time to time) ("Act") and not prohibited by Section 501(c)(3) of the Internal Revenue Code, any regulation promulgated thereunder, or any successor statutes or regulations.

2.3 The Company is organized and shall be operated exclusively for charitable, educational, literary, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, by benefiting, performing the functions of, or carrying out the exempt purposes of the Member, which is an organization described in sections 501(c)(3), 509(a)(1), and 170(b)(1)(A) of the Code. No part of the net earnings of the Company shall inure to the benefit of or be distributable to any member of the Company, or any other private person, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Company shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Company shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2.4 Notwithstanding any other provision of these articles, the Company shall not carry on any other activities not permitted to be carried on (i) by an entity operated exclusively for charitable, educational, literary, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or (ii) by an entity, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

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ARTICLE III PERIOD OF DURATION

The Company shall have perpetual duration, unless sooner terminated in accordance with applicable law.

ARTICLE IV DISSOLUTION

In the event of the dissolution of the Company, the assets of the Company, if any, shall be distributed to any Member of the Company, as determined by the Board of Managers in its sole discretion, if such Member is then an organization described in section 501(c)(3) of the Internal Revenue Code and, if there is no Member who is then so described, the assets of the Company shall be distributed to one or more organizations, as selected by the Board of Managers in its sole discretion, who are then described in section 501(c)(3) of the Internal Revenue Code.

ARTICLE V REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent are:

Paul Tutwiler
1122 Golfair Boulevard
Jacksonville, FL 32209

ARTICLE VI MEMBERS

6.1 The Company shall have one class of members ("Members"). Any Member of the Company must be an organization described in section 501(c)(3) of the Internal Revenue Code.

6.2 The Member agrees that in the event the Member ceases at any time to be an organization described in section 501(c)(3) of the Internal Revenue Code that the Member shall transfer its interest in the Company within 90 days of the revocation of the Member's exemption as an organization described in section 501(c)(3) of the Internal Revenue Code to one or more other organizations that are then described in section 501(c)(3) of the Internal Revenue Code. Further, no Member may transfer, directly or indirectly, any of its interest in the Company to any person other than an organization described in section 501(c)(3) of the Internal Revenue Code. Any action in violation of this Section shall be null and void, except as otherwise provided by law.

6.3 The Member represents that it will expeditiously and vigorously enforce all of its rights in the Company and will pursue all legal and equitable remedies to protect its interests in the Company.

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6.4 The current Member of the Company is Northwest Jacksonville Community Development Corporation, a Florida not-for-profit corporation, who hereby represents that it is an organization described in section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII INTERNAL REVENUE CODE

Each reference in these Articles of Organization to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

ARTICLE VIII MISCELLANEOUS

8.1 The Company shall not merge with or convert to an entity that is not described in section 501(c)(3) of the Code.

8.2 The Company, in its sole discretion, may distribute such amounts of cash or non-cash assets as shall from time to time be determined by the Board of Managers; provided, however, that:

(a) No such distributions may be made to a Member if the Member is not then an organization described in section 501(c)(3) of the Code; and

(b) No distributions may be made, other than in exchange for fair market value, to any non-Member who is not an organization described in section 501(c)(3) of the Code or any Member who has ceased to be an organization described in section 501(c)(3) of the Code.

8.3 No transfer of the Company, interests in the Company (other than a membership interest transferred in accordance with these Articles of Organization), or the assets of the Company may be made to a person who is not a Member of the Company unless either such person is an organization described in section 501(c)(3) of the Internal Revenue Code or such transfer is for adequate and full consideration (i.e., a transaction that results in the Company or the transferor of such interest receiving cash or assets equal to the fair market value of the interest or assets transferred).

8.4 These Articles of Organization may be amended by the written consent of the Member; provided, however, that any such amendment of these Articles of Organization or the Operating Agreement of the Company shall be consistent with the provisions of section 501(c)(3) of the Code.

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IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the date set forth opposite her name.

RAX CO., a Florida corporation

By:



Heather S. Nason, Vice President
Authorized Representative of Member

April 9, 2010

(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.)

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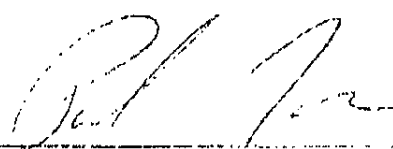
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
VILLAGES OF NORTH POINT, LLC**

Pursuant to Section 608.415 of the Florida Limited Liability Company Act, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon VILLAGES OF NORTH POINT, LLC, a limited liability company organized under the laws of the state of Florida, hereby accepts the appointment as such Registered Agent for the above-named limited liability company and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as Registered Agent as provided for in the Florida Limited Liability Company Act and the general laws of the state of Florida relative to keeping open the Registered Office, which Registered Office is located at 1122 Golfair Boulevard, Jacksonville, Florida 32209.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida on this 9th day of April, 2010.



Paul Tutwiler, Registered Agent

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