

05/26/2010 08:15 Nancy

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P.002/005

Division of Corporations

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Florida Department of State  
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L. SELLERS

MAY 26 2010

EXAMINER

To:

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From:

Account Name : UPCHURCH, BAILEY & UPCHURCH, P.A.  
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**FLORIDA LIMITED LIABILITY CO.  
RESIDENTS' AID FUND OF PENNEY RETIREMENT COMMUNITY,**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 1        |
| Page Count            | 04       |
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19 MAY 25 PM 3:30

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05/26/2010 08:55 Nancy

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RX Date/Time  
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05/24/2010 11:37 850 617 6381  
5/24/2010 11:36:17 AM PAGE

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P.001



May 24, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

UPCHURCH, BAILEY & UPCHURCH PA

SUBJECT: RESIDENTS' AID FUND OF PENNEY RETIREMENT COMMUNITY, LLC  
REF: W10000025186

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.

Only one page of your filing was received. Please re-fax.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers  
Regulatory Specialist II

FAX Aud. #: H10000121740  
Letter Number: 010A00013021

Attn: Leslie Sellers  
850-245-6030

ARTICLES OF ORGANIZATION  
OF  
RESIDENTS' AID FUND OF PENNEY RETIREMENT  
COMMUNITY, LLC

The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act.

ARTICLE I  
Name

The name of the limited liability company is RESIDENTS' AID FUND OF PENNEY RETIREMENT COMMUNITY, LLC (the "Fund").

ARTICLE II  
Principal Office

The street address of the Fund's principal office is 3495 Hoffman Street, Penney Farms, Florida 32079-0555 and the mailing address is P.O. Box 555, Penney Farms, Florida 32079-0555.

ARTICLE III  
Term of Existence

Pursuant to Section 608.409(2), Florida Statutes, these Articles of Organization shall become effective, and this limited liability company's existence shall commence, at the close of business on June 30, 2010. The Fund is to exist perpetually.

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ARTICLE IV  
Initial Registered Office and Registered Agent

The street address of the Fund's initial registered office is, 3495 Hoffman Street, Penney Farms, Florida 32079-0555, and the name of the registered agent for service of process at that address is Penney Retirement Community, Inc., a Florida corporation not for profit.

ARTICLE V  
Admission of New Members

Members shall be admitted as provided in the Operating Agreement.

ARTICLE VI  
Continuity of Business

The members shall have such rights to continue the business of the Fund on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member as may be provided in the Operating Agreement.

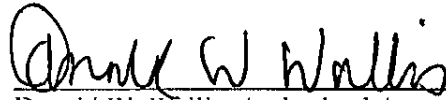
ARTICLE VII  
Management

The Fund shall be a manager managed limited liability company. The initial managers shall be Harry Parrott, Fran Oestreich, Luana Golinski, Orlando Tibbetts, Mae Rooy, Ernest Hastings, George Bergstresser, Herb Turner and Robert R. Rigel.

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IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company act, the undersigned has executed these Articles of Organization on this 21st day of May, 2010, effective as of the date and time specified in Article III hereof.

  
Donald W. Wallis, Authorized Agent

**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 these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with, and accepts, the obligations of its position as registered agent as provided for in Chapter 608, F.S.

PENNEY RETIREMENT COMMUNITY,  
INC., a Florida corporation not for profit

By:   
Michael T. Hammock  
Chairman of the Board

TRANSMISSION VERIFICATION REPORT

TIME : 05/26/2010 09:01  
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BUSY: BUSY/NO RESPONSE

926-4603

May 26, 2010

Crawfordville Elementary  
Mrs. Bonnie, front desk

My daughter, Riley Sellers, is in Mrs. Hatfield's (or Mrs. Hartsfield, can't ever remember spelling) in 4<sup>th</sup> grade. She was supposed to ride the bus home today with Lindsey Wells on bus #03 and left her note at home. I need for her to get on the bus with Lindsey as she has no way in our house this afternoon. This is authorization for her to do so. If you have any questions, please call me at 850-509-0683 or 850-245-6967. Please call me when you've received this note.



Leslie Sellers