

**Electronic Articles of Organization
For
Florida Limited Liability Company**

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FILED 8:00 AM
June 04, 2010
Sec. Of State
nculligan

Article I

The name of the Limited Liability Company is:

SERENITY TOWERS AT MIDTOWN MEMPHIS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

2000 E. HILLCREST STREET
ORLANDO, FL. 32803

The mailing address of the Limited Liability Company is:

2000 E. HILLCREST STREET
ORLANDO, FL. 32803

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

T. CHRISTOPHER KING
2000 E. HILLCREST STREET
ORLANDO, FL. 32803

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.

Registered Agent Signature: T. CHRISTOPHER KING

Article V

The name and address of managing members/managers are:

Title: MGR
ELEVATION REAL PROPERTY FUND III, L.L.C.
2000 E. HILLCREST STREET
ORLANDO, FL. 32803 US

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Signature of member or an authorized representative of a member

Signature: JEREMY SLOANE