

Division of Corporations

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Florida Department of State
Division of Corporations
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Email Address: m.nunheimer@heartlandretirement.com

FLORIDA LIMITED LIABILITY CO.
Heartland Communities, LLC

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T. HAMPTON

JAN 18 2011

EXAMINER

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ARTICLES OF ORGANIZATION

OF

HEARTLAND COMMUNITIES, LLC

The undersigned, desiring to form a limited liability company (the "Company") under Chapter 608 of the Florida Statutes (the "Act"), does hereby state the following:

Article 1.

Name

The name of the Company shall be Heartland Communities, LLC.

Article 2.

Purpose

The Company is formed for any purpose or purposes for which a limited liability company may be formed pursuant to the Act.

Article 3.

Principal Place of Business

The initial mailing address and street address of the principal office of the Company shall be 350 South Main Street, Doylestown, Pennsylvania 18901.

Article 4.

Registered Office and Registered Agent

The initial registered office of the Company is c/o Stephen E. Thompson, Assistant Secretary, 850 Park Shore Drive, Naples, FL 34103. The name of the initial registered agent of the Company is R&A Agents, Inc., an Ohio corporation qualified to do business in the State of Florida. The street address of the initial registered agent of the Company is c/o Stephen E. Thompson, Assistant Secretary, 850 Park Shore Drive, Naples, FL 34103.

Article 5.

Effective Date

The Company's effective date of existence shall be the date of filing of these Articles of Organization.

Article 6.

Management

The Company shall be member-managed.

Article 7.

Duration

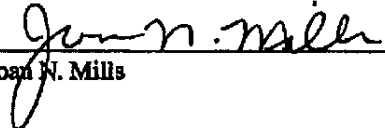
The Company's duration shall be perpetual.

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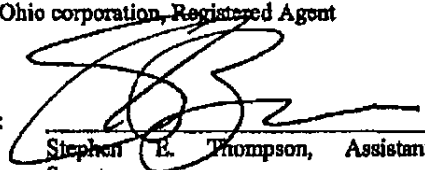
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IN WITNESS WHEREOF, the undersigned, being the managing member of the Company hereinbefore named, for the purpose of forming a limited liability company under the Act has executed these Articles of Organization as of this 24 day of December, 2010.


Joan N. Mills

I, Stephen E. Thompson, Assistant Secretary of R & A Agents, Inc., an Ohio corporation, a company which has been designated to act as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, hereby, on behalf of such company, accept the appointment as registered agent and agree to act in this capacity. I further agree, on behalf of such company, to comply with the provisions of all statutes relating to the proper and complete performance of a registered agent's duties, and I am familiar with and accept the designations of the position as registered agent.

R & A Agents, Inc.,
an Ohio corporation, Registered Agent

By: 
Stephen E. Thompson, Assistant
Secretary

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