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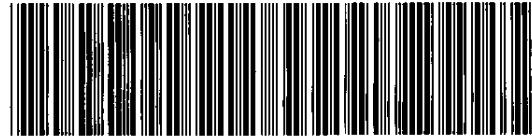
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SAULSBERRY
EXAMINER

MAY 19 2011

**CLARK &
ALBAUGH, LLP**
ATTORNEYS & COUNSELORS AT LAW

SCOTT D. CLARK
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[†] BOARD CERTIFIED CONSTRUCTION LAWYER

May 17, 2011

VIA FED EX

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: **Amended and Restated Articles of Organization
SAS Chelsea Park at Metrowest Managers, L.L.C.**

Please find enclosed for filing an Amended and Restated Articles of Organization of SAS Chelsea Park at Metrowest Managers, L.L.C., a Florida limited liability company. We have also enclosed a check bearing check # 9814 in the amount of \$25.00 for the applicable filing fee.

If you have any questions regarding the foregoing please do not hesitate to contact us.

Sincerely,



R. Travis Rentz

Encl.

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

OF

SAS CHELSEA PARK AT METROWEST MANAGERS, L.L.C.

The undersigned, acting as the organizer of **SAS CHELSEA PARK AT METROWEST MANAGERS, L.L.C.** under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is **SAS CHELSEA PARK AT METROWEST MANAGERS, L.L.C.** (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 655 West Morse Boulevard, Suite 212, Winter Park, Florida 32789.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by its Member, unless and until one or more managers are appointed in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers shall be elected as described in the Operating Agreement.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

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ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Scott D. Clark, an individual, and the street address of the Company's initial registered office is c/o Clark & Albaugh, LLP, 655 West Morse Blvd., Suite 212, Winter Park, Florida 32789.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.


ARTICLE X – Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

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IN WITNESS WHEREOF, the undersigned Member representative has executed these Articles of Organization as of this 13 day of May, 2011.

REPRESENTATIVE:



Scott D. Clark

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