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T. HAMPTON
DEC 21 2011
EXAMINER

05665-1107



ROSSWAY MOORE
TAYLOR & SWAN

ATTORNEYS AND COUNSELORS AT LAW

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THE MODERN ONE BUILDING
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* ALSO ADMITTED IN THE DISTRICT OF COLUMBIA
** ALSO ADMITTED IN CALIFORNIA
*** ALSO ADMITTED IN MASSACHUSETTS & NEW YORK
**** ALSO ADMITTED IN WISCONSIN

November 21, 2011

EDWARD P. SWAN, OF COUNSEL

Secretary of State
State of Florida
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Madison County Property, LLC

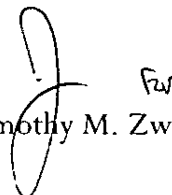
Ladies and Gentlemen:

In regard to the above, please find enclosed the Articles of Organization for Madison County Property, LLC, for filing with the Secretary of State's Office.

This firm's check in the amount of \$125.00 is also enclosed to cover your filing fee and the Registered Agent Designation fee for the new entity.

Thank you for your assistance and for sending your Certificate of Filing to this office in the enclosed, pre-prepared return envelope.

Sincerely,


Timothy M. Zwerner

TMZ:sms\F:\Taylor\Sherri\Corporations\SecState-LLC.L.doc

Encs.

CC: Leete A. Garten, Esq., w/encs.



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December 16, 2011

Secretary of State
State of Florida
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

**RE: Madison County Property Development, LLC
(Ref. No: W11000059950)**

Ladies and Gentlemen:

In regard to the above and pursuant to your letter dated November 29, 2011, a copy of which is enclosed, please find enclosed the Articles of Organization for Madison County Property Development, LLC, for filing with the Secretary of State's Office.

Thank you for your assistance and for sending your Certificate of Filing to this office in the enclosed, pre-prepared return envelope.

Sincerely,

Timothy M. Zwerner

TMZ:sms\F:\Taylor\Sherri\Corporations\SecState-LLC.L.doc

Encs.

CC: Leete A. Garten, Esq., w/encs.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 29, 2011

TIMOTHY M ZWERNER
ROSSEAY MOORE TAYLOR & SWAN
2101 INDIAN RIVER BLVD - STE 200
VERO BEACH, FL 32960

SUBJECT: MADISON COUNTY PROPERTY, LLC
Ref. Number: W11000059950

RECEIVED

11 DEC 20 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for MADISON COUNTY PROPERTY, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.", or the designation "LLC". The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company", "L.C.", and "LC".

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 311A00026755

**ARTICLES OF ORGANIZATION
FOR
MADISON COUNTY PROPERTY DEVELOPMENT, LLC**

1. **ARTICLES OF ORGANIZATION.**

**ARTICLE I
NAME**

The name of the Limited Liability Company is as follows:

MADISON COUNTY PROPERTY DEVELOPMENT, LLC

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is as follows:

**36 South Charles Street
Suite 2300
Baltimore, Maryland 21201**

The mailing address of the Limited Liability Company is as follows:

**36 South Charles Street
Suite 2300
Baltimore, Maryland 21201**

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The names and addresses of the Managers are as follows:

**LEETE A. GARTEN, Manager
36 South Charles Street, Suite 2300
Baltimore, Maryland 21201**

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TALLAHASSEE, FLORIDA

MORRIS L. GARTEN, Manager
36 South Charles Street, Suite 2300
Baltimore, Maryland 21201

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right to admit additional members and the terms and conditions of the admissions shall be determined as follows:

All of the members named herein, unless they have been expelled or have filed bankruptcy or have withdrawn, retired, or died, shall collectively and only by unanimous consent agree to the admission of new members. Further restrictions on the admission of new members are set forth in a later executed agreement between the members.

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ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company have the right to continue the business on 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 in the Limited Liability Company.

ARTICLE VII
PURPOSE

The purpose for which this Limited Liability Company is as follows:

The Company is organized to purchase, acquire, buy, sell, own, manage, operate, trade in, hold, develop, lease, manage, subdivide, encumber or pledge, and otherwise deal in and with real property and improvements and/or invest in entities that engage in any of the foregoing, to do any and all things necessary, convenient or incidental to that purpose and for any other lawful purposes to which the members may elect from time to time.

ARTICLE VIII
GOVERNANCE AND OPERATION

This Limited Liability Company shall be governed by the members in accordance with and shall operate according to a later executed agreement between the members.

IN WITNESS WHEREOF, the undersigned authorized person has caused these presents to be executed on the date set forth below.


LEETE A. GARTEN, Manager

Date: December 10, 2011

2. CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 608.415 OR 608.507, *FLORIDA STATUTES*, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: MADISON COUNTY PROPERTY DEVELOPMENT, LLC
2. The name and Florida street address of the Registered Agent and Office is as follows:

**J. ATWOOD TAYLOR, III
The Modern One Building
2101 Indian River Blvd, Suite 200
Vero Beach, Florida 32960**

Having been named as registered agent and to accept 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.


J. ATWOOD TAYLOR, III

Date: Dec. 15, 2011

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