

L1100042748

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000296534 3)))



H110002965343ABC+

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 617-6383

From:  
Account Name : REGISTERED AGENT GROUP, LLC  
Account Number : I20040000164  
Phone : (407) 691-5600  
Fax Number : (407) 691-5620

*2nd Request*

\*\*Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please

Email Address: \_\_\_\_\_

FILED  
2011 DEC 20 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA LIMITED LIABILITY CO.  
SAS RIDGE CLUB II MANAGERS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

A. LUNT  
DEC 21 2011  
EXAMINER

RECEIVED  
11 DEC 20 AM 7:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

FILED  
2011 DEC 20 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION

OF

### SAS RIDGE CLUB II MANAGERS, L.L.C.

The undersigned, acting as the organizer of SAS RIDGE CLUB II 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 shall be SAS RIDGE CLUB II MANAGERS, L.L.C. (the "Company").

#### ARTICLE II - ADDRESS

The street address and mailing address of the principal office of the Company is 700 West Morse Boulevard, Suite 101, Winter Park, Florida 32789.

#### ARTICLE III - DURATION

The duration of 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 the Member, except as provided in the Operating Agreement, and the name and address of the Member is:

<u>Name</u>	<u>Address</u>
Southern Affordable Services, Inc.	700 West Morse Boulevard Suite 101 Winter Park, Florida 32789

#### 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 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.

#### ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for the Company shall be Clark & Albaugh, L.L.P., a Florida limited liability partnership, and the street address of the Company's initial registered agent office is 700 West Morse Boulevard, Suite 101, 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 ("Indemnitee"), 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 Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending such proceeding against such Indemnitee 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 rights 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.

IN WITNESS WHEREOF, the undersigned Manager has executed these Articles of Organization as of this 19th day of December 2011.

MANAGING MEMBER:

Southern Affordable Services, Inc., a  
Florida non-profit corporation

By: JL

Jay P. Brock, Executive Vice President

2011 DEC 20 AM 10:41  
FILED  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED AGENT OFFICE**

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

1. The name of the limited liability company is **SAS RIDGE CLUB II MANAGERS, L.L.C.**
2. The name and address of the registered agent and office is:

**Clark & Albaugh, L.L.P.  
700 West Morse Boulevard  
Suite 101  
Winter Park, Florida 32789**

Having been designated as the Registered Agent for SAS RIDGE CLUB II MANAGERS, L.L.C., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 608, Florida Statutes.

**Clark & Albaugh, L.L.P., a Florida limited liability  
partnership**

By: \_\_\_\_\_

Name: Scott D. Clarke  
Title: Partner

Dated this 19 day of December 2011

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 DEC 20 AM 10:41

FILED