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EXAMINER



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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: ENCLAVE LH, LLC

Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles L. Cooper, Jr.

Name of Person

Bryant Miller Olive P.A.

Firm/Company

101 North Monroe Street, Suite 900

Address

Tallahassee, Florida 32301

City/State and Zip Code

wgthames@me.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Pamela K. Bailey

Name of Person

at (850) 222-8611

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RECEIVED
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DIVISION OF CORPORATIONS
12 APR 24 AM 11:17

**ARTICLES OF ORGANIZATION
OF
ENCLAVE LH, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 APR 24 AM 11:17

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

1. NAME

The name of the limited liability company is ENCLAVE LH, LLC (hereinafter referred to as the "Company").

2. PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing of its Articles of Organization until the first to occur of the following:

- (i) Dissolution of the Company pursuant to the provisions of the Florida Limited Liability Company Act; or
- (ii) By the mutual written agreement of the Members holding a majority of the total outstanding membership interests in the Company; or
- (iii) As provided for in a written Operating Agreement (the "Operating Agreement") executed by all of the members of the Company (each a "Member" and, collectively, the "Members").

3. PURPOSE

The purpose for which the Company is organized is to own, develop, operate, manage, maintain, mortgage, lease and sell the multifamily residential real estate project known as The Enclave located in Bay County, Florida, and to engage in any and all related businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS

The mailing address for the Company is 2750 Old St. Augustine Road, Tallahassee, Florida 32301, and the street address of the place of business for the Company is 2950 Harrison Avenue, Panama City, Florida 32405. Such addresses may be changed from time to time as provided in the Operating Agreement.

5. REGISTERED AGENT

The initial registered agent in Florida for the Company is William G. Thames, Jr., and the initial registered office is located at 2750 Old St. Augustine Road, Tallahassee, Florida 32301.

6. MEMBERS

The Company shall have at least one (1) Member, and may admit additional Members upon the prior unanimous written agreement of the then existing Members, or as otherwise provided in the Operating Agreement. The initial Members shall be Arbor Properties, Inc., an Alabama corporation, William G. Thames, Sr., William G. Thames, Jr., Arbor Partnership, Ltd., an Alabama limited partnership, and Ono, Inc., an Alabama corporation. New or additional Members may be added in the manner provide for in the Operating Agreement.

7. CONTINUITY OF BUSINESS

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 the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members (if any) of the Company, except as expressly provided otherwise in the Operating Agreement.

8. MANAGEMENT

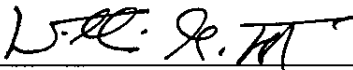
The management of the Company shall be through one or more Managers. Any Manager may be (but is not required to be) a Member of the Company. The Manager(s) shall be appointed by the Members and shall have the power and responsibilities provided for in the Operating Agreement. The initial Manager shall be William G. Thames, Jr.

9. INDEMNIFICATION

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify the authorized representative named below and any Member or former Member to the full extent permitted under the Florida Limited Liability Company Act.

Executed at Tallahassee, Florida, this 23rd day of April, 2012.

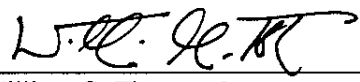
ENCLAVE LH, LLC,
a Florida limited liability company

By: 
William G. Thames, Jr.
Member and Manager

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ENCLAVE LH, LLC, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by ENCLAVE LH, LLC.

Executed this 23rd day of April, 2012.


William G. Thames, Jr.
Registered Agent