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From: Account Name : O'HAIRE, QUINN, CANDLER, & CASALINE
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**FLORIDA LIMITED LIABILITY CO.
Sanctuary at Winterlakes, LLC**

Certificate of Status	1
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Page Count	04
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T. CLINE
JUN 15 2012
EXAMINER

H12000158721 3

Articles of Organization of the SANCTUARY AT WINTERLAKES, LLC

A Florida Limited Liability Company

Section 1.01 Introduction and Preliminary Statements

The undersigned Organizer, desires to form a limited liability company pursuant to the Laws of the State of Florida by delivering in duplicate to the Secretary of State of the State of Florida these Articles of Organization, in accordance with the provisions of Florida Limited Liability Company Act, hereinafter referred to as the "Act".

Section 1.02 Name

The name of the limited liability company, referred to as the "Company", is:

Sanctuary at Winterlakes, LLC,
A Florida Limited Liability Company

Section 1.03 Duration

The Company shall exist for a perpetual duration from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless dissolved according to law.

Section 1.04 Objects and Purposes

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: to carry on and engage in and conduct any lawful business or investment activities, and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

Section 1.05 Principal Place of Business

The principal place of Business of the Company is:

Physical Address:
3111 Cardinal Drive
Vero Beach, Florida 32963

Mailing Address:
3111 Cardinal Drive
Vero Beach, Florida 32963

Section 1.06 Registered Agent and Registered Office

The name of the initial registered agent is Gregg M. Casalino and the original registered addresses are as follows:

Prepared by:
Gregg M. Casalino
O'Haire Quinn Candler & Casalino
Florida Bar No. 0056250
3111 Cardinal Drive
Vero Beach, FL 32963

Sanctuary at Winterlakes, LLC,
A Florida Limited Liability Company
Articles of Organization
Page - 1 of 4

H12000158721 3

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Physical Address:
3111 Cardinal Drive
Vero Beach, FL 32963

Mailing Address:
3111 Cardinal Drive
Vero Beach, FL 32963

Section 1.07 Name and Address of Organizer

Gregg M. Casalino, 3111 Cardinal Drive, Vero Beach, FL 32963

Section 1.08 Additional Contributions

Additional contributions to the Company shall be made at such times and in such amounts as may be provided in the Operating Agreement.

Section 1.09 Additional Members

The Company shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement. Any transferee of a Member's Interests in the Company shall be treated as an Assignee until such time as that transferee is admitted as an Additional or Substitute Member, if ever, in accordance with the terms of the Operating Agreement.

Section 1.10 Continuation of Business

In the event of the death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy, of a Member, or the occurrence of an event, which terminates the continued membership of a Member in the Company, the remaining Members a Manager of the Company shall have the right to continue the business of the Company in accordance with the terms of the Operating Agreement. In the event that the remaining Members a Manager fail to continue the business of the Company in accordance with the terms of the Operating Agreement, the Company shall be dissolved and liquidated in accordance with the provisions of the Act and the Operating Agreement.

Section 1.11 Operating Agreement and Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Members a Manager and the rights and obligations of its Members and Managers to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members a Manager of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

Section 1.12 Management

The business of the Company shall be conducted under the management of its Manager who shall have exclusive authority to act for the Company in all matters. The authorities and duties of the Manager will be set forth in the Operating Agreement name and address of the initial Manager is:

H12000158721 3

Finbay Pacific, L.P.
718 Heliotrope Ave.
Corona Del Mar, California 92625

Section 1.13 Indemnification and Liability

The Company may, as determined by the Manager of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Act and the Operating Agreement of the Company.

Section 1.14 Transferability of Interest

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF the undersigned forms this limited liability company on this date.

Executed on June 14, 2012.

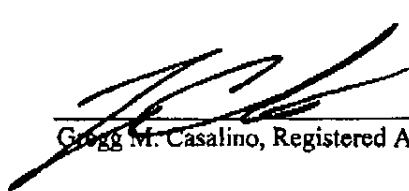


Gregg M. Casalino, Organizer

Registered Agent Consent

I, Gregg M. Casalino, a natural person and resident of Florida, accept the appointment as agent of Sanctuary at Winterlakes, LLC, a Florida Limited Liability Company, upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or any changes in the Registered Office Address.

Dated: June 14, 2012.



Gregg M. Casalino, Registered Agent

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OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Jun. 14. 2012 11:17AM

No. 0020 P. 5

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STATE OF FLORIDA

)

) ss.

COUNTY OF INDIAN RIVER

)

The foregoing instrument was acknowledged before me this 14th day of June, 2012, by
Gregg M. Casalino, who is personally known to me or who has produced
_____ as identification.

Julie T. Fink
Notary Public in and for said State



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