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FLORIDA LIMITED LIABILITY CO.
Harbor Villages Management, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$125.00

Document Prepared by: Krystal Sutton (5
Client/Matter Number: 042406-0111
Number of Pages: 3

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**ARTICLES OF ORGANIZATION
FOR
HARBOR VILLAGES MANAGEMENT, LLC
a Florida Limited Liability Company**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I
NAME**

The name of the limited liability company is: Harbor Villages Management, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 1440 Highway A1A, Vero Beach, Florida 32963.

**ARTICLE III
DURATION**

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Company or by the written consent of the members of the Company.

**ARTICLE IV
INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are F&L Corp., One Independent Drive, Suite 1300, Jacksonville, FL 32202-5017.

**ARTICLE V
MANAGEMENT**

The Company shall be a manager-managed company, and the manager of the Company shall be designated in accordance with the Operating Agreement of the Company. The name and mailing address of the initial manager of the Company is Harbor Assisted Living, LLC, 1440 Highway A1A, Vero Beach, Florida 32963.

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**ARTICLE VI
OPERATING AGREEMENT**

The power to adopt the Operating Agreement of the Company shall be vested in the members of the Company. The power to alter, amend, or repeal the Operating Agreement of the Company shall be exercised by the members of the Company according to the terms thereof.

Date: JUNE 13, 2012.

HARBOR ASSISTED LIVING, LLC, a Florida
limited liability company, Sole Member

By: Timothy S. Smick
TIMOTHY S. SMICK, PRESIDENT

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**

Pursuant to the provisions of Section 608.415, Florida Statutes, Harbor Villages Management, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered agent and registered office in the state of Florida.

1. The name of the Company is: Harbor Villages Management, LLC.
2. The name of the registered agent and the address of the registered office are F&L Corp., One Independent Drive, Suite 1300, Jacksonville, FL 32202-5017.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608., F.S.

Date: June 13, 2012.

Registered Agent:

F&L CORP.

By: Michael Gay

Print: Michael Gay

Authorized Signatory