

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L13000067528
FILED 8:00 AM
May 08, 2013
Sec. Of State
tcline**

Article I

The name of the Limited Liability Company is:

VALENCIA APARTMENTS LLC

Article II

The street address of the principal office of the Limited Liability Company is:

1629 RACE TRACK ROAD
SUITE 102
ST. JOHNS, FL. 32259

The mailing address of the Limited Liability Company is:

PO BOX 600369
ST. JOHNS, FL. 32260

Article III

The purpose for which this Limited Liability Company is organized is:

REAL ESTATE SALES AND DEVELOPMENT

Article IV

The name and Florida street address of the registered agent is:

D.R. REPASS
501 RIVERSIDE AVENUE
SUITE 901
JACKSONVILLE, FL. 32202

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, 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.

Registered Agent Signature: DAVID REPASS

Article V

The name and address of managing members/managers are:

Title: MGRM
PHOENIX DEVELOPMENT OF NE FLORIDA, LLC
PO BOX 600369
ST. JOHNS, FL. 32260

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Article VI

The effective date for this Limited Liability Company shall be:

05/01/2013

Signature of member or an authorized representative of a member

Electronic Signature: CHRIS SHEE

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.