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**FLORIDA LIMITED LIABILITY CO.
AIRPORT SENIOR APARTMENT MANAGER, LLC**

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**ARTICLES OF ORGANIZATION OF
AIRPORT SENIOR APARTMENT MANAGER, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is Airport Senior Apartment Manager, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 2101 Highland Avenue, South, Suite 110, Birmingham, AL 35205.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent and the registered office of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Brian J. McDonough	150 West Flagler Street Suite 2200, Museum Tower Miami, FL 33130

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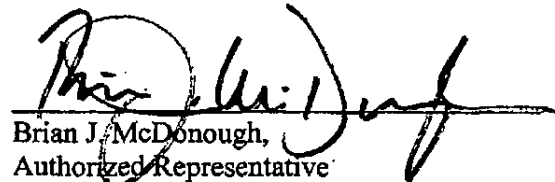
ARTICLE V – MANAGEMENT

The management of the Company shall be vested in two managers. The names and address of the initial managers of the Company are as follows:

Steven C. Hydinger
2101 Highland Avenue, South
Suite 110
Birmingham, AL 35205

Charles V. Welden, III
2040 Highland Avenue, South
Suite 1600
Birmingham, AL 35205

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 10 day of September 2013.


Brian J. McDonough,
Authorized Representative

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Airport Senior Apartment Manager, LLC at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned 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, Florida Statutes.

Dated: September 10, 2013


Brian J. McDonough, Registered Agent