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(Requestor's Name)

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(City/State/Zip/Phone #)

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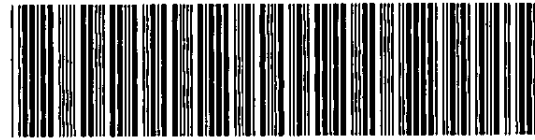
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DEPARTMENT OF STATE  
OFFICE OF THE SECRETARY  
2014 SEP 24 AM 3:59  
TO COMRADE  
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FILED  
14 SEP 24 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

t. Burch SEP 25 2014

CT

September 24, 2014

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 9286805 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida :

Please obtain the following:

CLEVELAND AVENUE APARTMENTS, LLC (FL)  
Formation  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Organization  
of  
Cleveland Avenue Apartments, LLC

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

Article I  
Name

The name of the limited liability company is Cleveland Avenue Apartments, LLC.

Article II  
Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article III  
Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership that Cleveland Avenue Apartments, LLC is authorized to have outstanding is 1,000 units, all of which shall be identical units. Each unit of equity ownership may be hereafter referred to as a "Membership Unit".

Section B. First Lien. The Company shall have a first lien upon the Membership Units of any Member for any debt or liability owing by such Member to the Company.

Section C. Restrictions on Disposition of Membership Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any Membership Unit or Units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such Membership Unit or Units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Section D. Right to Redeem Membership Units. Without regard to any other power to purchase Membership Units of the Company as permitted by law, the Company may purchase outstanding Membership Units in an amount not to exceed its capital, paid-in surplus and retained earnings.

Section E. Transfer of Membership Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of such Member's Membership Units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such Membership Units.

**Article IV**  
**Registered Agent And Office**

The address of the initial Registered Office of the Company is 130 S. Indian River Drive, Suite 201, Ft. Pierce, Florida 34950, and the name of its initial Registered Agent at such address is Bruce R. Abernethy, Jr.

**Article V**  
**Principal Office**

The mailing address and street address of the principal office of the Company is 7108 S. Kanner Highway, Stuart, FL 34997.

**Article VI**  
**Organizers**

The name and address of the organizer is:

Bruce R. Abernethy, Jr.  
130 S. Indian River Drive, Suite 201  
Ft. Pierce, Florida 34950

The organizer is a natural person over the age of twenty one years.

**Article VII**  
**Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

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**Article VIII**  
**Management**

The Company is to be managed by a Manager or Managers. One or more Manager of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Manager of the Company, who shall each serve as such until his successor is elected and shall qualify, is:

| <u>Office</u> | <u>Name and Address</u>   |
|---------------|---|
| Manager       | Bryan T. Deering<br>7108 S. Kanner Highway<br>Stuart, Florida 34997 |

**Article IX**  
**Indemnification**

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Manager shall be adjudged liable to the Company.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

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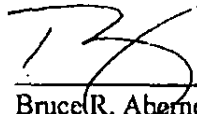
**Article X**  
**Amendment of Articles of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

(In accordance with section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, F.S.)

Signature of Member or Authorized Representative of Member.

Dated September 23, 2014.

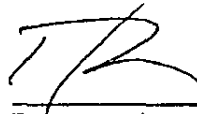


Bruce R. Abernethy, Jr.  
Organizer

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for Cleveland Avenue Apartments, LLC 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 as provided for in Chapter 605, F.S.



Bruce R. Abernethy, Jr.  
Registered Agent