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1.

The Carlton at Bartram Park, LLC

(CORPORATE NAME AND DOCUMENT #)

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**ARTICLES OF ORGANIZATION**  
**OF**  
**THE CARLTON AT BARTRAM PARK, LLC**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, the undersigned hereby declares the following provision as the Articles of Organization of THE CARLTON AT BARTRAM PARK, LLC, a Florida limited liability company (the "Company").

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Company is THE CARLTON AT BARTRAM PARK, LLC, and its principal office and mailing address is 731 Jamestown Drive, Winter Park, FL 32792.

**ARTICLE 2: DURATION**

This Company shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

**ARTICLE 3: PURPOSE**

This Organization is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Company is located at 731 Jamestown Drive, Winter Park, FL 32792 and the name of the initial registered agent is William H. Mahaffey.

**ARTICLE 5: ADMISSION OF ADDITIONAL MEMBERS**

The admission of new members is provided for in the Operating Agreement for the limited liability company

**ARTICLE 6: MEMBERS RIGHT TO CONTINUE BUSINESS**

The Company shall have a right to continue the business of the Company on death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company as provided in the Operating Agreement for the limited liability company.

Prepared by:  
Richard T. Earle, III, Esq.  
669 First Avenue North  
St. Petersburg, FL 33701  
727-822-0900

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## ARTICLE 7: MANAGEMENT

Initially the Company is to be managed by William H. Mahaffey, M. Thomas Mahaffey, Jr., Daniel M. Esterline, Jane Ferguson and Suzanne Gray. The number of managers may either be increased or decreased from time to time by agreement of the members but shall never be less than five. The company may be managed by non-members. The name and address of the initial managers are:

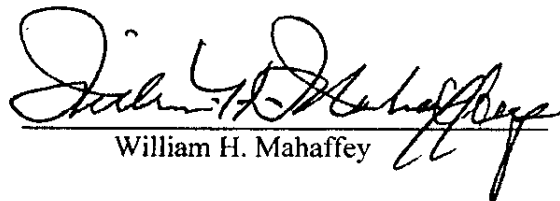
<u>NAME</u>	<u>ADDRESS</u>
William H. Mahaffey	731 Jamestown Drive Winter Park, FL 32792
M. Thomas Mahaffey, Jr.	Suite 300 147 2 <sup>nd</sup> Avenue South St. Petersburg, FL 33701
Daniel M. Esterline	6487 Ashley Drive Lakeland, FL 33813
Jane Ferguson	Suite 300 147 2 <sup>nd</sup> Avenue South St. Petersburg, FL 33701
Suzanne Gray	Suite 300 147 2 <sup>nd</sup> Avenue South St. Petersburg, FL 33701

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## ARTICLE 8: OPERATING AGREEMENT

The members shall unanimously adopt the initial operating agreement. The power to alter amend or repeal the operating agreement or adopt a new operating agreement is vested in members.

IN WITNESS WHEREOF, the undersigned has executed these Article of Organization this 9th day of March, 2015.

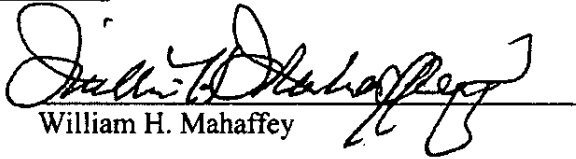
  
William H. Mahaffey

## ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Organization of The Carlton at Bartram Park, LLC, set forth above, 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 608, F.S.

Dated this 9<sup>th</sup> day of March, 2015

  
William H. Mahaffey

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