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COVER LETTER

	ew Filing Section ivision of Corporations					
CUBIECT	Arbor Trace @ Canopy, LLC					
SUBJECT		Limited Liab	oility Company			
The enclos	sed Articles of Organization and fee(s) are submitte	ed for filing.	·		
Please retu	irn all correspondence concerning this	matter to the	e following:			
	Pamela K. Bailey, FRP					
		Name	of Person			
	Bryant Miller Olive P.A.			7		
		Firm/C	Company	All 28		
	101 North Monroe Street, Suite 900					
		Ad	dress			
	Tallahassee, FL 32301			N)		
	julie@arborproperties.com	City/State	and Zip Code			
-	E-mail address: (to be u	sed for future	annual report notificat	ion)		
For further in	nformation concerning this matter, pl	ease call:				
	Pamela K. Bailey	850 (222-8611			
	Name of Person	Area Code	Daytime Telephor	ne Number		
Enclosed is	s a check for the following amount:					
\$ 125.00 Fi	iling Fee \$130.00 Filing Fee & Certificate of Status	└─ Certi	i.00 Filing Fee & fied Copy onal copy is enclosed)	\$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)		
	Mailing Address New Filing Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314		Street Address New Filing Section Division of Corporat Clifton Building 2661 Executive Cent			

Tallahassee, FL 32301

ARTICLES OF ORGANIZATION OF ARBOR TRACE @ CANOPY, LLC

The undersigned, pursuant to the provisions of Chapter 605 of the Florida Statutes (the "Florida Revised Limited Liability Company Act"), for the purpose of forming a limited liability company under the laws of the State of Florida does set forth the following:

- 1. NAME. The name of the limited liability company is ARBOR TRACE @ CANOPY, LLC (hereinafter referred to as the "Company").
- 2. <u>PERIOD OF DURATION.</u> The period of duration of the Company shall be from the date of filing of its Articles of Organization until the first to occur of the following:
 - (i) Dissolution of the Company pursuant to the provisions of the Florida Revised Limited Liability Company Act (or its successor statute); or
 - (ii) By the mutual written agreement of the Members (as such term is hereafter defined) holding a majority of the outstanding percentages of the membership interests in the Company; or
 - (iii) As may otherwise be provided for in a written Operating Agreement (the "Operating Agreement") executed by all of the members of the Company (each a "Member" and, collectively, the "Members").
- 3. PURPOSE. The purposes for which the Company is organized are (i) to purchase, own, develop, operate, manage, maintain, mortgage, lease, sell and transfer the multifamily residential community to be known as Arbor Trace @ Canopy which will be located in Leon County, Florida (the "Property"); and (ii) to engage in any and all other businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.
- 4. <u>ADDRESS OF PLACE OF BUSINESS.</u> The mailing address and the street address of the place of business for the Company is 4910 North Monroe Street, Tallahassee, Florida 32303. Such addresses may be changed from time to time as provided in the Operating Agreement.
- **5. REGISTERED AGENT.** The initial registered agent in Florida for the Company is William G. Thames, Jr., and the initial registered office is located at 4910 North Monroe Street, Tallahassee, Florida 32303.

- 6. MEMBERS. Each person owning a membership interest in the Company and meeting the qualifications for membership contained in the Operating Agreement shall be a Member. For purposes hereof, the term "membership interest" means an equity interest as an owner in the Company. The Company shall have at least one (1) Member, and may admit additional Members upon the prior unanimous written agreement of the then existing Members, or as otherwise provided in the Operating Agreement.
- 7. CONTINUITY OF BUSINESS. Upon the 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, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members (if any) of the Company, except as expressly provided otherwise in the Operating Agreement.
- **8.** MANAGEMENT. The management of the Company shall be through one or more Managers. Any Manager may be (but is not required to be) a Member of the Company. The Manager(s) shall be appointed by the Members and shall have the powers and responsibilities provided for in the Operating Agreement. The initial Manager shall be William G. Thames, Jr.
 - (a) The powers and authorized duties of the initial Manager (and any successor Managers) shall be more specifically provided for in the Operating Agreement.
 - (b) Without limiting the foregoing or any other provision contained in these Articles, the initial Manager is hereby specifically authorized to take all actions, and to execute and deliver all documents and instruments as are necessary and appropriate, to assume that certain Agreement of Purchase and Sale dated effective February 7, 2017, by and between Arbor Properties, Inc., an Alabama corporation (as Purchaser), and Ox Bottom Mortgage Holdings, LLC, a Florida limited liability company (as Seller), to acquire the real property described therein, and to finance and construct a multifamily community thereon. Such instruments may include, without limitation, assignment and assumption instruments, promissory notes, mortgages (and other securing agreements), guaranties, applications for

applicable permits and governmental approvals, affidavits, closing statements and other instruments.

9. <u>INDEMNIFICATION.</u> Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify the authorized representative named below and any Member, former Member or Manager of the Company to the full extent permitted under the Florida Revised Limited Liability Company Act.

[Signatures on the following page]

Executed at Tallahassee, Florida, this 26th day of June, 2017.

ARBOR TRACE @ CANOPY, LLC, a Florida limited liability company

William G. Thames, Jr.
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service for ARBOR TRACE @ CANOPY, LLC, at 4910 North Monroe Street, Tallahassee, Florida 32303, I hereby accept the appointment as registered agent and agree to act in such 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.

Executed this 26th day of June, 2017.

William G. Thames, Jr.

Registered Agent