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Florida Department of State
Division of Corporations
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L. SELLERS

DEC 5, 2011

EXAMINER

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
HILLS APARTMENT COMMUNITIES, L.C.

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

HILLS APARTMENT COMMUNITIES, LLC

In accordance with Section 608.411, Florida Statutes, the undersigned limited liability company adopts the following Amended and Restated Articles of Organization of HILLS APARTMENT COMMUNITIES, LLC, which was formerly known as HILLS APARTMENT COMMUNITIES, L.C. (the "Company"), pursuant to the Articles of Organization duly executed and filed with the Florida Department of State on January 8, 1993, under document number L93000000025.

ARTICLE I

Name

The Company shall now be known as HILLS APARTMENT COMMUNITIES, LLC.

ARTICLE II

Duration

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

ARTICLE III

Principal Office and Mailing Address

The street address of the Company's principal office is:

2355 West Michigan Ave., O-2
Pensacola, FL 32526

The Company's mailing address is P.O. Box 37247, Pensacola, Florida 32526.

ARTICLE IV

Initial Registered Agent

Stephen R. Moorhead is the Company's initial registered agent. The mailing and street address for the registered agent is:

25 West Government Street
Pensacola, FL 32502.

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ARTICLE V
Members

The names and addresses of the initial members are:

Kathleen M. Sylvester
2355 Michigan Ave., O-2
Pensacola, FL 32526

John E. Sylvester, Jr.
2355 Michigan Ave., O-2
Pensacola, FL 32526

John E. Sylvester, Inc.,
a Florida corporation
2355 Michigan Ave., O-2
Pensacola, FL 32526

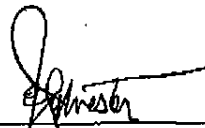
William E. Sylvester
2355 Michigan Ave., O-2
Pensacola, FL 32526

ARTICLE VI
Management

The limited liability company will be managed by a manager. The name and address of the initial manager of the limited liability company is as follows:

John E. Sylvester, Inc., a Florida corporation
2355 Michigan Ave., O-2
Pensacola, FL 32526

Dated this 30th day of November, 2011.



John E. Sylvester, Jr., Member

((H11000283140 3)))

(((H11000283140 3)))

Dated this 2nd day of December, 2011.

William E. Sylvester
William E. Sylvester, Member

Dated this 2nd day of December, 2011.

Kathleen M. Sylvester
Kathleen M. Sylvester, Member

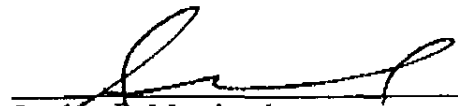
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 2 day of December, 2011.


Stephen R. Moorhead
25 West Government Street
Pensacola, FL 32502
Registered Agent

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