

1201 HAYS STREET

TALLAHASSEE, FL 32301

800-342-8086



ACCOUNT NO. 72100000032

REFERENCE : 695942 4175D

AUTHORIZATION :

COST LIMIT : 9 337.5

ORDER DATE : October 2, 1995

ORDER TIME : 10:11 AM

ORDER NO. : 695942

CUSTOMER NO: 4175D

CUSTOMER: Melinda Mantor, Legal Asst
LEBOEUF LAMB GREENE & MACRAE

50 N. Laura Street, Ste. 2800

Jacksonville, FL 32202-3650

DOMESTIC FILING

NAME: TREETOPS OF JACKSONVILLE, L.C.

XXX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

600001606926
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****337.50 ****337.50

RECEIVED
OCT -2 AM 11:03
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
95 OCT -2 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN OCT - 2 1995

ARTICLES OF ORGANIZATION
OF
TREETOPS OF JACKSONVILLE, L.C.

FILED
95 OCT -2 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this limited liability company shall be Treetops of Jacksonville, L.C. (the "Company").

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company shall exist until December 31, 2050, unless the Company is earlier dissolved according to law or as provided in these Articles of Organization.

ARTICLE III - ADDRESS

The mailing address of the principal office of the Company is 2700 N.W. 43rd Street, Suite D, Gainesville, Florida 32606. The street address of the principal office of the Company is 2700 N.W. 43rd Street, Suite D, Gainesville, Florida 32606.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 2700 N.W. 43rd Street, Suite D, Gainesville, Florida 32606 and the name of its initial registered agent at such address is Howard I. Hoder.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit A attached hereto.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous written consent of all the members.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

No additional members may be admitted to the Company ~~except~~ by unanimous written consent of all of the members and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - CONTINUATION OF BUSINESS

The Company shall be dissolved upon the death, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, ~~unless~~ the business of the Company is continued by the written consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VII - MANAGEMENT OF THE COMPANY

The Company shall be managed in accordance with the Regulations of the Company by three managers who shall be appointed in accordance with the Regulations of the Company. The

titles of the three managers shall be President, Vice President/Treasurer, and Vice President/Secretary. Howard I. Hoder, whose address is 2700 N.W. 43rd Street, Suite D, Gainesville, Florida 32606, shall be President, James W. Shaw, whose address is 2700 N.W. 43rd Street, Suite D, Gainesville, Florida 32606 shall be Vice President/Treasurer, and James F. Morgan, whose address is 3728 Phillips Highway, Suite 39, Jacksonville, Florida 32207, shall be Vice President/Secretary. The managers shall serve until the first annual meeting of the members of the Company or until their successors are appointed and qualify. The Regulations of the Company may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE VIII - REGULATIONS

The rights and duties of the members of the Company and of the managers are set forth in the Regulations of the Company.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 27th day of September, 1995.

By: MORGAN CAPITAL CORPORATION,
MEMBER

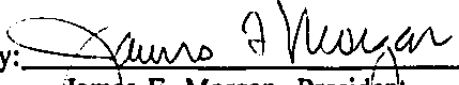
By: 
James F. Morgan, President

EXHIBIT A**SCHEDULE OF MEMBERS AND CONTRIBUTIONS**

Names and Addresses of Members	Initial Cash Contribution	Initial Property Contribution	Membership Interest
Howard I. Hoder Suite D 2700 N.W. 43rd Street Gainesville, FL 32606	\$4,000.00	\$ 0	40%
Alachua Management & Consulting , Inc. 13505 N.W. 88th Place Alachua, FL 32615	\$4,000.00	\$ 0	40%
Morgan Capital Corporation Suite 39 3728 Phillips Highway Jacksonville, FL 32207	\$2,000.00	\$ 0	20%

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Treetops of Jacksonville, L.C., a Florida limited liability company (the "Company"), certifies, deposes, and says as follows:

1. The Company has at least two members.
2. The amount of cash capital contributions to date of the members is \$10,000.
3. The agreed value of property other than cash contributed by the members is \$ 0.
4. The total amount of cash or property anticipated to be contributed by the members totals \$10,000. This total includes amounts from 2 and 3 above.

The Affiant Says Nothing Further.

Under the penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief. In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

BY: MORGAN CAPITAL CORPORATION, MEMBER

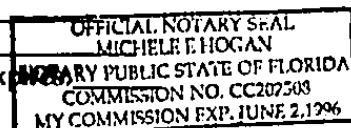
By: James F. Morgan
James F. Morgan, President

September 27, 1995
Date

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of September, 1995, by James F. Morgan, President of Morgan Capital Corporation, who either [☒] is personally known to me or [☐] has produced a Florida state driver's license as identification.

Michele E. Hogan
Name: _____
Commission No.: _____
My Commission Expires _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

95 OCT -2 PM 2:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 608.415, Florida Statutes, the following is submitted:

That Treetops of Jacksonville, L.C., a Florida limited liability company, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Howard I. Hoder, located at 2700 N.W. 43rd Street, Suite D, Gainesville, Florida 32606, as its agent to accept service of process within Florida.

BY: MORGAN CAPITAL CORPORATION,
MEMBER

By: James F. Morgan
James F. Morgan, President

Date: September 27, 1995

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, Howard I. Hoder, hereby agrees to act in this capacity, and Howard I. Hoder further acknowledges that he is familiar with and accepts the obligations of the position and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his/her duties.

Howard I. Hoder
Name: Howard I. Hoder

Date: September 27, 1995

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

05 MAY 1 1996

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Morton Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 238.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT #L95000000745 TREETOPS OF JACKSONVILLE, L.C. 2700 N.W. 43RD STREET SUITE D GAINESVILLE FL 32606	
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1a. Principal Place of Business Address 2700 N.W. 43RD STREET SUITE D GAINESVILLE FL 32606

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

3. Date Organized or Qualified 10/02/1995	3a. State of Formation FL
4. FEI Number 59-3337012	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent HODER, HOWARD I 2700 N.W. 43RD STREET SUITE D GAINESVILLE FL 32606
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8. Name and Address of New Registered Agent	
Name	
Street Address (P.O. Box Number is Not Acceptable)	
Suite, Apt. #, etc.	
City	Zip Code FL

I, Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____	DATE _____
<small>(Registered Agent Accepting Appointment) (X) (If Registered Agent signature required when reconstituting)</small>	

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	HODER, HOWARD I	2700 N.W. 43RD STREET, SUI	GAINESVILLE FL
MGR	SHAW, JAMES W	2700 N.W. 43RD STREET, SUI	GAINESVILLE FL
MGR	MORGAN, JAMES F	3728 PHILLIPS HIGHWAY, SUI	JACKSONVILLE FL

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****338.75

5/10/96

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(2) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: _____	_____
<small>SIGNATURE AND TYPE OF POSITION OF NAME OF SIGNER MANAGER OR MEMBER OR MANAGER</small>	
Date	Expiry Date