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**Carpenter
& Associates**
Business and Tax Consultants

January 15, 1996

CONFIDENTIAL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Ridge Avenue Limited Company

Dear Sir or Madame:

100001689801
-01/16/96--01060--001
****285.00 ****285.00

Enclosed please find the Articles Of Organization of Ridge Avenue Limited Company, together with our check of \$285 for the required filing fee. This information has been forwarded to you via Airborne Express, number 5687148880.

Thank you for your assistance in this matter. If you require additional information, please call or write.

Very truly yours,
CARPENTER & ASSOCIATES

BY: Stephen L. Carpenter

Enclosures

Copy to: File

Ridge Avenue Limited Company

FILED
96 JAN 16 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
1-18-96

**ARTICLES OF ORGANIZATION
OF
RIDGE AVENUE LIMITED COMPANY**

a Florida Limited Liability Company

FILED
96 JAN 16 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The parties hereto do hereby certify that an Agreement was made effective January 1, 1996 at Holly Hill, Florida. The Undersigned, acting as the sole organizer of a limited liability company under the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for RIDGE AVENUE LIMITED COMPANY (the "Company").

**ARTICLE I
NAME**

The name of the Limited Liability Company is RIDGE AVENUE LIMITED COMPANY.

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Company in Florida shall be Ridge Avenue Limited Company, 1529 Ridge Avenue, Holly Hill, Florida 32117.

**ARTICLE III
DURATION**

The period of duration of the Company is until the close of Company business December 31, 2020, or until the earlier dissolution of the Company in accordance with the provisions contained in the Operating Agreement of the Company.

**ARTICLE IV
MEMBERS AND MANAGEMENT**

The Company initially has, and shall at all times continue to have, at least two members. The Company is to be managed by one or more managers. The number of initial managers, who shall serve as managers until the first annual meeting of members of the Company or until their successors are duly elected, shall be one (1) and the initial manager is Lynn Costner. The member organizing the Company is Lynn Costner, whose mailing address is 1529 Ridge Avenue, Holly Hill, Florida 32117.

**ARTICLE V
PURPOSES**

The purposes for which the Company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under the Act. Specifically the Company will engage in residential rental real estate, directly or through agents. The manager, in

the name of the Company, may engage in any general business activity and perform all acts considered necessary in furtherance of such activity.

ARTICLE VI REGISTERED AGENT

The name of the initial registered agent of the Company in Florida is Lynn Costner, and the address of such initial registered agent is 1529 Ridge Avenue, Holly Hill, Florida 32117, which shall be the registered office.

ARTICLE VII ACTION WITHOUT A MEETING

Any action required by the Act or other statute to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interests having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

ARTICLE VIII MEMBER RIGHTS

No member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be issued, sold or offered for sale by the Company. The right of members to cumulative voting in the election of managers is expressly prohibited. No member shall have the right to transfer a membership interest to a person or entity not a member of the Company, without the consent of all other members. Any transferee or assignee of a member's interest shall not have a right to participate in management or otherwise become a member unless all members consent. The Company has the power to expel a member. In the case of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other terminating event, the remaining members of the Company shall have the right to continue the business of the Company.

ARTICLE IX MANAGER LIABILITY LIMITATION

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as a manager, except that this Article does not eliminate or limit the liability of a manager to the extent the manager is found liable for (i) a breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the manager to the Company or

an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of a manager is expressly provided by an applicable statute. Any repeal or amendment of this Article by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the manager of the Company is not liable as set forth in the preceding sentences, the manager shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of a manager (or of a director of a corporation).

IN WITNESS WHEREOF, these Articles of Organization have been executed on January 1, 1996 by the Undersigned.

SOLE ORGANIZER OF
Ridge Avenue Limited Company

BY:



Lynn Costner, Sole Organizer
Manager

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of Ridge Avenue Limited Company deposes and says:

1. The above named Limited Liability Company has at least two Members.
2. The total amount of cash contributed by the Members is \$1,000.
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 Members is \$1,000.

Lynn Costner
Major

FILED
96 JAN 16 AM 11:00
CONSENT OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Ridge Avenue Limited Company.
2. The name of the initial registered agent of the Company in Florida is Lynn Costner, and the address of such initial registered agent is 1529 Ridge Avenue, Holly Hill, Florida 32117, which shall be the registered office.

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

1/1/96
EFFECTIVE DATE

Lynn Costner
Lynn Costner, Registered Agent