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June 18, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

100001872201  
-06/24/96--01010--008  
\*\*\*\*337.50 \*\*\*\*337.50

Re: University Club Apartments of Orlando, L.C.

Dear Sir or Madam:

Enclosed for filing are Articles of Organization for the above-referenced limited liability company. Also enclosed is our check in the amount of \$337.50 to cover the filing fee, registered agent designation, and certified copy charge. I would appreciate your calling my office when the certified copy is ready, and I will arrange for someone to pick it up.

If you have any questions or if any additional information is needed, please call me or my secretary at 425-5306.

Yours truly,



M. Julian Proctor, Jr.

MJP, Jr./dmw  
Enclosures  
MJP\LTR\sos-ucac.ltr

FILED  
96 JUN 18 12 3 45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SJS  
6/19/96

ARTICLES OF ORGANIZATION  
OF  
UNIVERSITY CLUB APARTMENTS OF ORLANDO, L.C.

FILED

96 JUN 18 AM 8:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, provides the following information for the purpose of forming a Limited Liability Company under the laws of the State of Florida.

1. Name. The name of the Limited Liability Company is **University Club Apartments of Orlando, L.C.**

2. Period of Duration. The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

(i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act and the Limited Liability Company Regulations for **University Club Apartments of Orlando, L.C.**

3. Purpose. The purpose for which the Limited Liability Company is organized is to acquire, own, finance, develop, improve, lease, operate, manage, sell and otherwise invest in, and deal with, improved and unimproved real estate, and interests related thereto, and to engage in any other activities related or incidental thereto.

4. Address of Place of Business. The address of the place of business in Florida for the Limited Liability Company is:

1713 Mahan Drive, Suite C  
Tallahassee, FL 32308

5. Registered Agent. The name and address of the initial registered agent in Florida for the Limited Liability Company is:

M. Julian Proctor, Jr.  
227 South Calhoun Street  
Tallahassee, Florida 32301

6. Capital Contributions. The total amount of cash and a description and agreed value of property other than cash contributed to the Limited Liability Company is as follows: \$1,250,000 in cash. No other property will be contributed.

7. Additional Contributions. The total additional contributions, if any, agreed to be made by all members and the times at which, or the events upon the happening of which, they shall be made, are as follows: NONE.

Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

8. Additional Members. Additional members may be admitted to the Limited Liability Company as unanimously agreed by the Members.

9. Continuity of Business. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, the business of the Limited Liability Company shall not be continued unless the remaining Members unanimously agree to continue the Limited Liability Company.

10. Management. The Limited Liability Company shall be managed by a Manager, and the name and address of the Manager are as follows:

Name

Address

Thomas C. Proctor

1713 Mahan Drive, Suite C  
Tallahassee, FL 32308

Executed at Tallahassee, Florida, on the 18 day of June,  
1996.

By: Thomas C. Proctor  
Thomas C. Proctor, Member and  
Manager

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before  
me, the undersigned authority, Thomas C. Proctor, as Member and  
Manager of University Club Apartments of Orlando, L.C., who:

(✓) is personally known to me  
( ) produced a current Florida driver's license as  
identification  
( ) produced \_\_\_\_\_ as identification  
and who executed the foregoing instrument and acknowledged before  
me that he executed the same freely and voluntarily for the uses  
and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal on this 18th day of June, 1996.

Donna Marie Walters  
Signature of person taking  
acknowledgement

Notary Stamp/Seal



DONNA MARIE WALTERS  
My Commission CC498374  
Expires Sep. 27, 1999


**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 607.0501, the following is submitted:

University Club Apartments of Orlando, L.C., desiring to organize as a Limited Liability Company under the laws of the State of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32302, as its initial Registered Office and has named M. Julian Proctor, Jr., located at said address, as its initial Registered Agent.

By:   
Thomas C. Proctor, Member and  
Manager

Having been named Registered Agent and to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.

  
M. Julian Proctor, Jr.  
Registered Agent

Date: June 18, 1996

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of **University Club Apartments of Orlando, L.C.**, deposes and says:

1. The above-named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the member(s) is \$1,250,000.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ -0-.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,250,000. This total includes amounts from 2 and 3 above.



**Thomas C. Proctor, Member and Manager**

FILED  
96 JUN 18 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA