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ARTICLES OF ORGANIZATION

OF

ST. MARKS VILLAGES, L.C.

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I

NAME

The name of this limited liability company, referred to in these Articles as "Company," $\,$ is:

ST. MARKS VILLAGES, L.C.

ARTICLE II

DURATION

The Company shall dissolve on January 15, 2026, unless earlier terminated by Droper action of the Company or the provisions hereof.

Provided, however, that this Company shall dissolve upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, (if a non-natural person or business entity), or upon the occurrence of any other event that terminates the continued membership of a member in the Company unless



the business of this Company is continued by the unanimous consent of all the remaining members.

ARTICLE III

PURPOSE

The purpose for which the Company is organized is to transact any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE IV

PRINCIPAL ADDRESS

The address of Company's principal place of business in Florida is 1549 Colonial Drive, Tallahassee, Florida, 32303.

ARTICLE V

REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is David A.

Barrett. The address of Company's registered office in Florida is 111 South

Monroe Street, Tallahassee, Florida, 32302.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Contributions to the Company by each member are as follows:

- A. Millard J. Noblin, his wife, as joint tenants with right of survivorship, have made a contribution of Four Hundred Twenty Five Dollars (\$425.00).
- B. David A. Barrett, his wife, as joint tenants with right of survivorship, have made a contribution of Four Hundred Twenty Five Dollars (\$425.00)
- C. Cassandra Harbin has made a cash contribution of One Hundred Fifty Dollars (\$150.00).

Total additional contributions will be made as may be required for investment purposes by unanimous consent of all the members of the company or, if the total assets minus liabilities, as stated in the official Annual Report of the Company, fall below One Thousand Dollars (\$1,000.00), each member agrees to make an additional contribution <u>pro_rata</u>, based on their then comparative capital contribution account as reflected on the books of the Company, to bring the Company to this minimum level.

ARTICLE VII

MANAGEMENT

The Company is to be managed by a board of three (3) managers, the initial membership of which, who shall serve until the first annual meeting of members, are identified as follows:

- A. Millard J. Noblin, 1300 Metropolitan Blvd, Tallahassee, Leon County, Florida, 32308.
- B. David A. Barrett, 111 South Monroe, Tallahassee, Leon County, Florida, 32302.
- C. Cassandra G. Harbin, 1300 Metropolitan Blvd. Tallahassee, Leon County, Florida, 32308.

The managers shall be elected annually by the members in the manner prescribed by and provided in the Regulations of this Company. The managers shall also hold the offices and have the responsibilities accorded to them by the . members and as set out in the Regulations of the Company.

ARTICLE VIII

ADMISSION OF MEMBERS

Members shall have the right to admit new members. Additional members may be admitted only on the unanimous consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

Any transfer or assignment of a member's interest in the Company shall be in accordance with the Company's operating regulations, these Articles of Organization, and the Florida Limited Liability Company Act.

ARTICLE IX

ADDITIONAL PROVISIONS

The power to adopt, alter, amend, or repeal the Regulations of this Company is vested entirely in the members of the Company.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act. the undersigned have executed these Articles of Organization on this 23 day of January, 1997, at Tallahassee, Leon County, Florida..

Millard J. Neblin

David A. Barrett

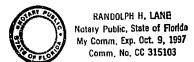
Cassandra G. Harbii

STATE OF FLORIDA

COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared MILLARD J. NOBLIN, who is known to me to be the person who executed the foregoing Articles of Organization or who has produced $\frac{1}{N/A} = \frac{\log_2 n}{\log_2 n} \log_2 n$ as identification, and acknowledge before me that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 23 % day of January, 1997, at TALANCE FOR.



NAME:

NOTARY PUBLIC

State of Horida at Large

My Commission Expires:

STATE OF FLORIDA

COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared DAVID A.

BARRETT, who is known to me to be the person who executed the foregoing Articles of Organization or who has produced ________as identification, and acknowledges before me that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on					
this 34 day of January, 1997, at Jackanee Harda.					
NAME: NOTARY PUBLIC State of Florida at Large My Commission Expires:					
STATE OF FLORIDA					
COUNTY OF LEON					
BEFORE ME, the undersigned authority, personally appeared					
CASSANDRA G. HARBIN, who is known to me to be the person who executed the					
foregoing Articles of Organization or who has produced					
as identification, and acknowledges before me					
that she made and subscribed the same for the purposes therein mentioned and					
set forth.					
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on					
this 23 day of January, 1997, at Tallalyron fc.					
RANDOLPH H. LANE Notary Public. State of Florida My Comm. Exp. Oct. 9, 1997 Comm. No. CC 315103 NOTARY PUBLIC State of Florida at Large My Commission Expires:					

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **ST. MARKS VILLAGES, L.C.** deposes and says:

- 1) The above named liability company has at least two members.
- 2) The total amount of cash contributed by the member(s) is One Thousand Dollars (\$1,000.00).

MILLARD J. NOBLIN

Member

St. Marks Villages, L.C.

(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.)

SWORN TO and subscribed before me, this 23 feld day of January, 1997.

RANDOLPH H. LANE Notary Public, State of Florida My Comm. Exp. Oct. 9, 1997 Comm. No. CC 315103

NOTARY PUBLIC

State of Florida at Large My Commission Expires:

CERTIFICATE OF REGISTERED AGENT

ST. MARKS VILLAGES, L.C., located at 1549 Colonial Drive, Tallahassee, Florida, 32303, names **David A. Barrett**, as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is 111 South Monroe, Tallahassee, Florida, 32302.

DATED this 23 4 day of January, 1997.

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Having been named as Registered Agent and to accept service of process for the above-named limited liability company at the address designated in this certificate, I do hereby accept the appointment as Registered Agent and agree to act in this capacity.

DATED this 24 day of January, 1997.

DAVID A. BARRETT