

LEVINE, FRANK, EDGAR & TELEPMAN PA

A Professional Association of Attorneys

Jay Steven Levine - Also admitted to practice in Washington, D.C.

Jeffrey H. Frank

Charles W. Edgar, III

James S. Telepman

L97000001127

October 7, 1997

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Flory Development, L.C.

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-10/09/97--01129--001
****337.50 ****337.50

Gentlemen:

We have enclosed Levine, Frank, Edgar & Telepman, P.A. check number 2629 payable to the Secretary of State in the amount of \$337.50 to file the Articles of Organization for Flory Development, L.C. Also enclosed is an Affidavit of Membership and Contributions and a Certificate of Designation of Registered Agent/Registered Office. Our check represents payment as follows:

\$285.00	filing fee for Articles of Organization
52.50	certified copy fee
<u>\$337.50</u>	

Please send us the certified copy in the enclosed pre-addressed envelope.

If you have any questions or require additional information, please let us know.

Sincerely yours,

Lynda Brodsky
Lynda Brodsky
Legal Assistant

FILED
OCT -9 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Availability	dc
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Enclosures	DCC
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PALM BEACH GARDENS: 3300 PGA Boulevard, Suite 500 Palm Beach Gardens, Florida 33410-2884 (561) 626-4700 Fax: (561) 627-9479
VERO BEACH: 1901 25th Street Vero Beach, Florida 32960 (561) 626-4700 Fax: (561) 627-9479

**ARTICLES OF ORGANIZATION FOR
FLORY DEVELOPMENT, L.C.,**

**ARTICLE I
NAME**

The name of the Limited Liability Company is: Flory Development, L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 19874 Hibiscus Drive, Tequesta, Florida 33469-2193.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be until December 31, 2017.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by a Manager and the name and address of the Manager is: Floyd D. Harper, 19874 Hibiscus Drive, Tequesta, Florida 33469-2193.

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be upon the unanimous approval of the members.

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TEQUESTA, FLORIDA

ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be upon the remaining members agreeing in writing to continue the business of the company.

C. Michael Collins
C. Michael Collins, Member

Floyd D. Harper
Floyd D. Harper, Member

Bonnie J. Collins
Bonnie J. Collins, Member

Lory M. Harper
Lory M. Harper, Member

STATE OF FLORIDA

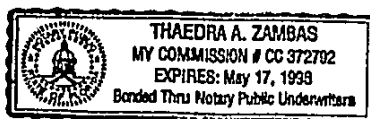
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 97 day
of Sept 1997, by Floyd Harper, Lory Harper,
Michael Collins, and, Bonnie Collins, who are
personally known to me and who did not take an oath.

NOTARY PUBLIC

Thaendra A. Zambas

(SEAL)



(Print Name)

My Commission Expires: _____
Commission No. _____

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PALM BEACH, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


The undersigned members of Flory Development, L.C., Floyd D. Harper, C. Michael Collins, Lory M. Harper and Bonnie J. Collins depose and say:


1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$180,000.00.
3. If any, the agreed value of property other than cash contributed by the members) is \$ 180,000.00. Services of Floyd and Lory Harper include expertise and efforts to bring ALF to license, 90% plus occupancy, and on-going operations support.
4. The total amount of cash, services or property anticipated to be contributed by member(s) is \$360,000.00 This total includes amounts from 2 and 3 above.

(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.)


C. Michael Collins


Floyd D. Harper


Bonnie J. Collins


Lory M. Harper

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of, Sept. 1997, by Floyd D. Harper, C. Michael Collins, Lory M. Harper and Bonnie J. Collins, who are personally known to me and who did not take an oath.

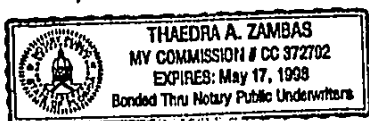
NOTARY PUBLIC



(Print Name)

My Commission Expires: _____
Commission No. _____

(SEAL)



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Flory Development, L.C..
2. The name and address of the registered agent and office is:

Floyd D. Harper (Name)

19874 Hibiscus Drive, Tequesta, Florida 33469-2193
(Address)

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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Floyd D. Harper
Signature

Date: 9-14-97

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