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October 13, 1997

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 PM 2:10

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

Dear Sir or Madam:

Enclosed for filing are Articles of Organization, Certificate Designating Registered Agent and Registered Office, and Affidavit of Membership and Contributions for the above-referenced limited liability company. Also enclosed is our check in the amount of \$337.50 to cover the filing fee (\$250.00), designation of registered agent (\$35.00), and certified copy charge (\$52.50). 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 assistant, Donna Walters, at 904-425-5300.

Yours truly,

Julian Proctor, Jr.
M. Julian Proctor, Jr.

MJP, Jr./dmw
Enclosures
MJP\LTR\71283sos.1tr

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DIVISION OF CORPORATIONS
JUL 10/13/97
J. TAX _____
FILING _____ 250.00
R. AGENT FEE _____ 35.00
C. COPY _____ 52.50
TOTAL _____ \$ 337.50
N. BANK _____
BALANCE _____
REFUND _____

Call when
Ready!

**ARTICLES OF ORGANIZATION
OF
UNIVERSITY CLUB APARTMENTS OF CHARLOTTE, L.C.**

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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 Charlotte, 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) Fifty (50) 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 Charlotte, 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:

Van P. Geeker
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:
\$1,500,000.00 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.

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

Name

Address

Thomas C. Proctor

1713 Mahan Drive, Suite C
Tallahassee, FL 32308

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Executed at Tallahassee, Florida, on the 10th day of
October, 1997.

By:



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 CHARLOTTE, 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.

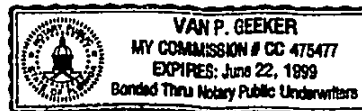
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 10th day of October, 1997

Van P. Geeker

Signature of person taking
acknowledgement

Notary Stamp/Seal:

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**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 CHARLOTTE, 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 Van P. Geeker, located at said address, as its initial Registered Agent.

UNIVERSITY CLUB APARTMENTS OF
CHARLOTTE, L.C.

By:

Thomas C. Proctor

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.

Van P. Geeker

Van P. Geeker
Registered Agent

Date: October 10, 1997

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
UNIVERSITY CLUB APARTMENTS OF CHARLOTTE, L.C.

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The undersigned member or authorized representative of a member of University Club Apartments of Charlotte, 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 \$1,500,000.00.
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 \$1,500,000.00. This total includes amounts from 2 and 3 above.

By:



Thomas C. Proctor
Member and Manager