

L98000002934



THE UNITED STATES
CORPORATION
COMPANY

W48-26052

prop.

00789-02544-00524-00671

ACCOUNT NO. : 072100000032

REFERENCE : 036154 4732152

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 339.50

ORDER DATE : November 18, 1998

ORDER TIME : 12:58 PM

ORDER NO. : 036154-010

CUSTOMER NO: 4732152

000002690730--3

CUSTOMER: Winfield A. Gartner, Esq
GARTNER BROCK & SIMON
GARTNER BROCK & SIMON
Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

DOMESTIC FILING

NAME: SOUTHERN GROVE II, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 PM 12:23

RECEIVED
98 NOV 18 PM 1:59
DIVISION OF CORPORATIONS

Name	*****FILE SECOND*****
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Acknowledgement	
P. Verifier	

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1998

CSC CORPORATION COMPANY

SUBJECT: SOUTHERN GROVE II, LLC
Ref. Number: W98000026052

RESUBMIT

Please give original
submission date as file date.

*Please backdate to
11-18-97.*

Please file 2nd.

Thank you

We have received your document for SOUTHERN GROVE II, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The affidavit must include the agreed value and a description of any property contributed by the members. If no property has been contributed, state that on the affidavit.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 498A00055512

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98 NOV 18 PM 12:23

**ARTICLES OF ORGANIZATION
OF
SOUTHERN GROVE II OF JACKSONVILLE, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be: SOUTHERN GROVE II OF JACKSONVILLE, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 117 Bouganvilla Drive, Ponte Vedra Beach, Florida 32082.

**ARTICLE III
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
DURATION**

The period of duration for the Limited Liability Company shall commence on November 13, 1998, and shall continue perpetually, unless terminated: (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE V MANAGEMENT

The Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

Finlay Properties, Inc.
117 Bouganvilla Drive
Ponte Vedra Beach, Florida 32082

Such Manager shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

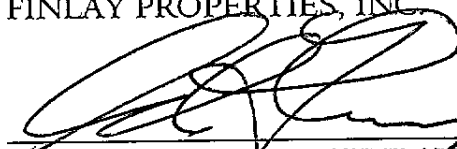
Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII REGISTERED AGENT AND OFFICE

The Company designates 117 Bouganvilla Drive, Ponte Vedra Beach, Florida 32082, as the street address of the initial registered office of the Company and names Mr. Christopher Finlay, as the Company's initial registered agent at that address to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 17 day of November, 1998.

FINLAY PROPERTIES, INC.


BY: CHRISTOPHER FINLAY

**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 office/registered agent, in the State of Florida:

1. The name of the limited liability company is: SOUTHERN GROVE II OF JACKSONVILLE, LLC.

2. The name and address of the registered agent and office is:

Mr. Christopher Finlay
117 Bouganvilla Drive
Ponte Vedra Beach, Florida 32082

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.

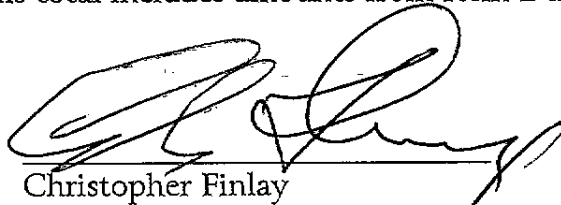

CHRISTOPHER FINLAY

Date: November 17, 1998

AFFIDAVIT OF MEMBERSHIP AGREEMENT

The undersigned member or authorized representative of a member of SOUTHERN GROVE II OF JACKSONVILLE, LLC., deposes and says:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member is \$100.00
- 3) if any, agreed value of property other than cash: none.
The amount anticipated: none.
- 4) the total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from Item 2 above.



Christopher Finlay

(Signature of a Member or authorized representative of a Member)

In accordance with Section 608.408(3), Florida Statutes, the execution of the Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.