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Division of Corporations  
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LIMITED LIABILITY COMPANY

Innisbrook Apartments, L.L.C.

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**ARTICLES OF ORGANIZATION  
OF  
INNISBROOK APARTMENTS, L.L.C.**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopt the following Articles of Organization.

**ARTICLE I**

*Name*

The name of the limited liability company is INNISBROOK APARTMENTS, L.L.C. (the "Company").

**ARTICLE II**

*Period of Duration*

The Company's existence shall terminate not later than January 1, 2049, unless it is terminated earlier by the terms of these Articles of Organization.

**ARTICLE III**

*Purposes and Powers*

The Company is authorized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV**

*Mailing Address and Street Address of Principal Office*

The mailing and street address of the Company shall be 201 E. Kennedy Blvd., Suite 1400, Tampa, Florida 33602.

Bruce M. Rodgers, Esquire  
Foley & Lardner  
100 N. Tampa St., Suite 2800  
Tampa, Florida 33601  
(813) 225-4106  
Florida Bar No. 0908215

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## ARTICLE V

### *Registered Agent*

The Registered Agent for the Company shall be Cindy Knott Taylor 201 E. Kennedy Blvd., Suite 1400, Tampa, Florida 33602.

## ARTICLE VI

### *Requirements for Admission of Additional Members*

No additional members shall be admitted to the Company except with the unanimous written consent of all the then existing members of the Company and upon such terms and conditions as determined by all such members.

## ARTICLE VII

### *Dissolution and Right to Continue Business*

The Company shall be dissolved upon the first to occur of the following:

- a. the expiration of the term of the Company;
- b. the unanimous written consent of all the Company's members;
- c. the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company, unless the remaining members of the Company unanimously consent to the continuation of the Company's business.

## ARTICLE VIII

### *Management*

The Company shall be managed by a manager. The name and address of the manager who shall serve as manager until the first annual meeting of the Company's members or until their successors are elected and qualify is:

Cindy Knott Taylor  
201 E. Kennedy Blvd.  
Suite 1400  
Tampa, Florida 33602

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this  
14<sup>th</sup> day of January, 1999.

INNISBROOK APARTMENTS, L.L.C.

  
BY: Cindy Knott Taylor, Managing Director

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**STATEMENT OF ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of INNISBROOK APARTMENTS, L.L.C., as the Registered Agent of this limited liability company, hereby consents to and accepts the appointment as Registered Agent of the Company and is familiar with and accepts the obligations of this position.

  
BY: Cindy Knott Taylor

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of INNISBROOK APARTMENTS, L.L.C. (the "Company") hereby declares that:

- 1) the Company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$10,000;
- 3) the agreed value of property other than cash contributed by the members is none;
- 4) the amount anticipated to be contributed by the members is none.

IN WITNESS WHEREOF, this Affidavit of Membership and Contributions is executed this 11<sup>th</sup> day of January, 1999 under penalties of perjury.

CKT - INNISBROOK, L.L.C.

Cindy Krott Taylor  
BY: Cindy Krott Taylor, Managing Director

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