

Division of Corporations

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Florida Department of State

Division of Corporations

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Account Name : GARTNER BROCK & SIMON
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LIMITED LIABILITY AMENDMENT

THE RESERVE AT POINTE MEADOWS, L.C.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
THE RESERVE AT POINTE MEADOWS, L.C.**

01 OCT 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, or their predecessors, duly formed The Reserve at Pointe Meadows, L.C. as a Florida limited liability company by the filing of Articles of Organization under the name of "The Reserve at Pablo Creek, LC" with the Florida Secretary of State, Division of Corporation ("Filing Office") on February 18, 1999. The Limited Liability Company filed a Certificate of Amendment with the Filing Office on August 24, 1999, changing its name to the current name of "The Reserve at Pointe Meadows, L.C." Furthermore, the undersigned desire to amend and restate the Articles of Organization in accordance with Florida Statute 608.411 and continue the limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and does hereby adopt the following Amended and Restated Articles of Organization, which are being filed with the Filing Office in accordance with Florida Statute 608.411:

**ARTICLE I
NAME**

The name of the Limited Liability Company is The Reserve at Pointe Meadows, L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 8700 Hopemont Way, Knoxville, Tennessee 37923.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company designates 1660 Prudential Drive, Suite 203, Jacksonville, Florida, 32207, as the street address of the registered office of the Company and names Bert C. Simon, Esquire, as the Company's registered agent at that address to accept service of process within this State.

**ARTICLE IV
DURATION**

The period of duration for the Limited Liability Company commenced on February 10, 1999, and shall continue perpetually, unless terminated: (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members. 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 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 Manager is as follows:

Alliance Corp. of Tennessee,
a Tennessee corporation authorized to do business in the State of Florida
8700 Hopemont Way
Knoxville, Tennessee 37923

Such Manager shall serve in such capacity until removed or replaced by an affirmative vote of seventy-five percent (75%) of the Membership Interest by voting rights, except that a simple majority vote shall be required in the event of fraud or dishonesty on the part of the Manager.

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**ARTICLE VI:
ADMISSION OF ADDITIONAL MEMBERS**

There shall be no additional Members admitted to the Company, except upon the unanimous vote of the Manager and Members holding a majority interest in the Sharing Ratios of the Company. Any additional Member (other than an assignee of a membership interest who has been admitted as a Member) shall make the capital contribution set forth in an admission agreement. Notwithstanding the above, all Members have the right to transfer their ownership to immediate family members, or trusts for estate planning purposes, without restrictions, as set forth in the First Amended and Restated Operating Agreement, as may be amended.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Organization this 14th day of October, 2001.

"Manager"
Alliance Corp. of Tennessee,
a Tennessee corporation

By: _____
Robert L. Foote
Its: President

"Member"

Robert L. Foote