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FILING COVER SHEET

REFERENCE: 0164.5955
DATE: 3-12-99
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: Pine Ridge Apartments, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 12 AM 11:07

STATE FEES PREPAID WITH CHECK # 631 FOR \$ 337.50

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-03/12/99--01024--013
****337.50 ****337.50

PLEASE FILE:

() ARTICLES OF INC. () AMENDMENT () DISSOLUTION
() ANNUAL REPORT () MERGER () WITHDRAWAL
() QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
() FICTITIOUS NAME (X) LIMITED LIABILITY () REINSTATEMENT
() TRADEMARK/SERVICE () UCC-1 () UCC-3

99-144
3-12
Name
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Document
Index
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Acknowledgment

PROVIDE US WITH:

(X) CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

Examiner's Initials

RECEIVED
99 MAR 12 AM 9:51

ARTICLES OF ORGANIZATION
OF
PINE RIDGE APARTMENTS, L.C.

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ARTICLE I

NAME

The name of this limited liability company (the "Company") shall be **PINE RIDGE APARTMENTS, L.C.** and its mailing address and principal place of business is 602 East Church Street, Orlando, Florida 32801.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Company shall commence existence on the date these articles of organization are filed with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved in accordance with the Regulations of the Company or according to law.

ARTICLE III

GENERAL PURPOSE; GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 602 East Church Street, Orlando, Florida 32801, and the initial registered agent of this Company at that address shall be **DAVID R. PIERCE**. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of organization.

ARTICLE V

MANAGEMENT

The Company will be managed by the Managers as set forth in the Regulations adopted by the Company. The name and street address of the initial Managers are David R. Pierce and Charles J. Mitchell, Jr., 602 East Church Street, Orlando, Florida 32801, who shall serve until either removed by the Members or resignation as provided in the Regulations. The Managers have sole authority to manage the Company and are authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business. Except as authorized by the Managers, no Member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

ARTICLE VI

REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the Members holding fifty percent (50%) of the Membership Units.

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ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as determined by the Members holding fifty percent (50%) of the Membership Units or as set forth in the Regulations.

ARTICLE VIII

DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,

DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the business of the Company upon the affirmative vote, within thirty (30) days after the occurrence of such an event, of all of the remaining Members.

ARTICLE IX

AMENDMENT

The right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, is conferred upon the Managers.

ARTICLE X

HEADINGS AND CAPTIONS

The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, this 4th day of March, 1999.



DAVID R. PIERCE, A MANAGING MEMBER

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

PINE RIDGE APARTMENTS, L.C. (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **David R. Pierce**, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 602 East Church Street, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 4th day of March, 1999.


DAVID R. PIERCE
Registered Agent

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AFFIDAVIT

STATE OF FLORIDA

COUNTY OF Orange

BEFORE ME, the undersigned authority, personally appeared David R. Pierce, who, upon first being duly sworn, deposes and says:

1. That he is a managing member of **PINE RIDGE APARTMENTS, L.C.**, a limited liability company, and has the authority to make this Affidavit on its behalf.
2. That the company has at least two (2) members.
3. That the amount of cash contributed or anticipated to be contributed by the members is \$325,000.00, and the agreed value of property other than cash contributed and anticipated to be contributed by the members is \$-0-.

FURTHER AFFIANT SAITH NOT.



DAVID A. PIERCE

SWORN TO and SUBSCRIBED


before me this 4th day
of March, 1999.



SIGNATURE OF NOTARY PUBLIC

Kathleen M Wood

Print, Type or Stamp Name of Notary Public
Personally Known _____ OR
Produced Identification X
Type of ID Produced _____

 Kathleen M Wood
My Commission CC782345
Expires October 11, 2002

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