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ROBERT F. VASON, JR.
S.I. VALBH, ASSOCIATE

May 6, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Azalea Apartments of Lake County, L.L.C.

900002870189--5
-05/10/99--01142--010
****337.50 ****337.50

Dear Sir or Madam:

Enclosed please find original and one (1) copy of Articles of Organization, together with appropriate Acceptance and Affidavit, for Azalea Apartments of Lake County, L.L.C., accompanied by our remittance in the amount of \$337.50 representing the following fees:

Filing Fee:
Registered Agent Designation:
Certified Copy:

Total

99
\$250.00
\$ 33.00
\$ 52.50
\$337.50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I would sincerely appreciate your filing the enclosed Articles of Organization and then mailing to us a certified copy of the filed Articles.

Should you have any questions, please do not hesitate to contact me. Thank you for your assistance in this regard.

Very truly yours,

Sandy Valbh
S.I. VALBH

SIV/kkm
Enclosures

L99-2727

Name	AL 5-12
Availability	
Document	AL
Examiner	AL
Updater	AL
Updater	AL
Verifier	AL
Acknowledgment	AL
W. P. Valbh	

FILED
99 MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
AZALEA APARTMENTS OF LAKE COUNTY, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit and hereby adopt the following Articles of Organization for such limited liability company.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this limited liability company is AZALEA APARTMENTS OF LAKE COUNTY, L.L.C., and its principal office and mailing address is located at Post Office Box 730, Paisley, Florida 32767.

ARTICLE II
DURATION

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

ARTICLE III
PURPOSE

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL CONTRIBUTIONS

The total amount of cash and property contributed to this limited liability company by its members upon the filing of these Articles of Organization is Two Thousand Five Hundred and No/100 Dollars (\$2,500.00). There are no additional contributions which have been agreed upon by the members at the time of the filing of these Articles of Organization. The members are free to agree upon additional contributions to this limited liability company at any point in the future.

ARTICLE V MEMBERSHIP

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interest.

ARTICLE VI DISSOLUTION

The limited liability company will dissolve as provided in the Operating Agreement executed by and among the members.

ARTICLE VII MANAGEMENT

The management of the limited liability company is reserved to the members of the limited liability company. The names and address of the members are:

NAMES

ADDRESS

Donald L. Robinson

Post Office Box 730, Paisley, FL 32767

Hilda R. Robinson

Post Office Box 730, Paisley, FL 32767

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of this limited liability company's initial registered office is 42554 Maggie Jones Road, Paisley, Florida 32767, and the name of this limited liability company's initial registered agent is Donald Robinson.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of AZALEA APARTMENTS OF LAKE COUNTY, L.L.C.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization for this limited liability company this 6th day of May, 1999.


DONALD L. ROBINSON, Member

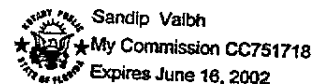

HILDA R. ROBINSON, Member

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 6th day of May, 1999 by DONALD L. ROBINSON and HILDA R. ROBINSON,

- () who are personally known to me and did not take an oath.
- (X) who have produced Florida Drivers License as identification and did take an oath stating they were indeed the persons set forth herein.


NOTARY PUBLIC - State of Florida
My Commission Expires:



FILED
99 MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: AZALEA APARTMENTS OF LAKE COUNTY, L.L.C.
2. The name and the Florida street address of the registered agent are:

Donald L. Robinson
42554 Maggie Jones Road
Paisley, Florida 32767

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.


DONALD L. ROBINSON

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99 MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of AZALEA APARTMENTS OF LAKE COUNTY, L.L.C., deposes and states as follows:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$2,500.00.
3. The agreed value of property other than cash contributed by member(s) is (see attached Exhibit "A" for description) \$0.
4. The amount of cash or property anticipated to be contributed by member(s) is \$0.
5. The total amount of Nos. 2, 3, and 4 is \$2,500.00.



DONALD L. ROBINSON

Signature of member or authorized
representative of member.

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

FILED
99 MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA