Till phiss City/State	QQQC questor's Name Malaw On Address Address Zip 323 8 Phone # NAME(S) & DOCUMENT 1	Office	Use Only
1. Magnol's	oration Name)		
4	oration Name)	(Document #)	· · · · · · · · · · · · · · · · · · ·
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Profit NonProfit Limited Liability Domestication	AMENDMENTS Amendment Resignation of R.A., Officer/ Change of Registered Agent Dissolution/Withdrawal	Director	29 PH 2: 12 ASSEE FLORIDA
Other OTHER FILINGS Annual Report Fictitious Name Name Reservation	REGISTRATION QUALIFICATION Foreign Limited Partnership Reinstatement		030555099 1/29/9901113003 ***155.00 *****155.00
CR2E031(1/95)	Trademark Other	Examiner's Initi	als

ARTICLES OF ORGANIZATION

MAGNOLIA AT MERIDIAN, LLC

ARTICLE ONE - NAME

The name of the Limited Liability Company is Magnolia at Meridian, LLC.

ARTICLE TWO - ADDRESS

The mailing address and street address of the principal office of Magnolia at Meridian, LLC is:

13997 Mahan Drive Tallahassee, Florida 32308

ARTICLE THREE - DURATION

Magnolia at Meridian, LLC is organized to continue in business in perpetuity.

ARTICLE FOUR - MANAGEMENT/OWNERSHIP

Magnolia at Meridian, LLC is to be managed by the three original members (the "Managing Members," each of whom will own a thirty-three and a third percent (33 1/3%) interest in the entity. The unanimous consent of each of the three Managing Members listed below is required for the making of all business decisions. The three Managing Members are:

Burton G. Davey 414 East Seventh Avenue Tallahassee, Florida 32303

Stephen G. Pogge 13997 Mahan Drive Tallahassee, Florida 32308

Tim Kellogg 9601 Miccosukee Road Tallahassee, Florida 32308

ARTICLE FIVE - ADMISSION OF NEW MEMBERS

Upon the unanimous consent of all three Managing Members, new members may be admitted and be issued some or all of the ownership interest held by one of the members. New members may only be added upon the written consent of all Managing Members. Unanimous consent of all members would also have to be reached regarding the management rights of any new members.

ARTICLE SIX - RIGHT TO CONTINUE BUSINESS

If, due to death, retirement, resignation, or for any other reason a Managing Member must terminate his membership, the remaining Managing Members may continue in business upon their mutual consent. The inability of a non-managing member to continue his/her membership due to death, retirement, resignation or any other reason shall not impair the ability of Magnolia at Meridian, LLC to continue in business.

ARTICLE SEVEN - DISTRIBUTION OF PROFITS/LOSSES

The profits and/or losses of Magnolia at Meridian, LLC must not necessarily be distributed at any regular interval. It is only upon the unanimous agreement of the Managing Partners that profits or losses will be distributed. Such profits or losses are to be allocated on the basis of the member's ownership share.



CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 Magnolia at Meridian, LLC.
- 2. The name and address of the registered agent are:

Stephen G. Pogge 13997 Mahan Drive Tallahassee, Florida 32308

Having been named as registered agent and to accept service of process for Magnolia at Meridian, LLC at the address set forth above, 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 obligation of my position as registered agent.

Signature of Registered Agent

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