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TALLAHASSEE, FLORIDA

N. O'Connell JUL -9 2010

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AFJ Investments, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Margie Tolbert

(Name of Person)

Sirote & Permutt, PC

(Firm/Company)

2311 Highland Avenue South, Suite 500

(Address)

Birmingham, Alabama 35205

(City/State and Zip Code)

For further information concerning this matter, please call:

Margie Tolbert

(Name of Person)

at (205) 930-5198

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. AFJ Investments, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

AFJ Investments of Alabama, LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Alabama

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 27-2183348

(FEI number, if applicable)

4. 3/24/2010

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon registration

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1930 Stonegate Drive, Birmingham, AL 35242

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

J. Frank Barefield, Jr. 1930 Stonegate Drive, Birmingham, AL 35242

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Acquire, own, operate, sell

and otherwise deal with condominiums.



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

J. Frank Barefield, Jr., Member

Typed or printed name of signee

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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:

AFJ Investments, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

AFJ Investments of Alabama, LLC

2. The name and the Florida street address of the registered agent and office are:

James P. Panico, PA

(Name)

111 South Maitland Ave., Suite 100

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Maitland

FL 32751

City/State/Zip

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TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, Florida Statutes.

James P. Panico, PA

By: James P. Panico

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Beth Chapman
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that


the domestic corporate records on file in this office disclose that AFJ Investments, LLC organized in the office of the Judge of Probate of Jefferson County on March 24, 2010. I further certify that the records do not disclose that said AFJ Investments, LLC has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 24, 2010

Date


Beth Chapman Secretary of State

**UNANIMOUS WRITTEN CONSENT IN LIEU OF
MEETING OF THE MEMBERS OF
AFJ INVESTMENTS, LLC**

The undersigned, being all of the Members of **AFJ INVESTMENTS, LLC**, a limited liability company organized and existing under the laws of the State of Alabama, do hereby consent to the adoption of the following:

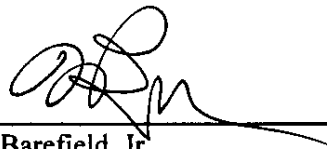
BE IT RESOLVED, that AFJ Investments, LLC, a limited liability company organized and existing under the laws of the State of Alabama, hereby adopts and approves the name **AFJ INVESTMENTS OF ALABAMA, LLC** to transact business in the State of Florida; and

BE IT FURTHER RESOLVED, that the qualification and all steps that may be deemed necessary and appropriate to effect the qualification of the Company to do business within the State of Florida under the name of AFJ Investments of Alabama, LLC are hereby approved.

This written consent may be executed in one or more counterparts, each of which, when so executed, shall be deemed to be an original, and such counterparts shall, together, constitute and be one and the same instrument and is to be placed with the minutes of proceedings of the Company, and the action taken herein is as fully effective as if enacted at a meeting duly called and held.

DATED June 28, 2010.

-Signatures on separate page-

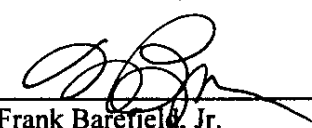


J. Frank Barefield, Jr.

Joe Ciccarello, Jr.

Declan X. McMullen

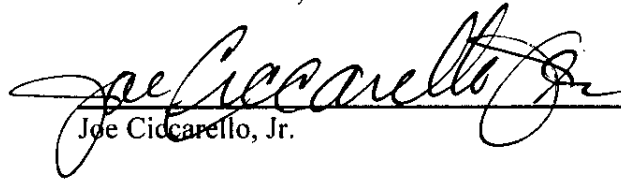
ABBEY RESIDENTIAL, LLC

By: 

J. Frank Barefield, Jr.
Its Member

(MEMBERS)

J. Frank Barefield, Jr.



Joe Ciccarello, Jr.

Declan X. McMullen

ABBEY RESIDENTIAL, LLC

By: _____

J. Frank Barefield, Jr.
Its Member

(MEMBERS)

J. Frank Barefield, Jr.

Joe Ciccarello, Jr.



Declan X. McMullen

ABBEY RESIDENTIAL, LLC

By: _____

J. Frank Barefield, Jr.
Its Member

(MEMBERS)