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TALLAHASSEE, FLORIDA

J. BRYAN

DEC 28 2010

EXAMINER

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: RJTCF-NORTHWEST GARDENS III L.L.C.**  
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

William K. Budd  
Name of Person

Raymond James Tax Credit Funds, Inc.  
Firm/Company

880 Carillon Parkway, Dept. 05485  
Address

St. Petersburg, FL 33716  
City/State and Zip Code

bill.budd@raymondjames.com  
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

William K. Budd at ( 727 ) 567-4820  
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

RJTCF-NORTHWEST GARDENS III L.L.C.

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

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The Articles of Organization for this Limited Liability Company were filed on 10/26/2010 and assigned  
Florida document number L10000111541

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

**(Principal office address MUST BE A STREET ADDRESS)**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Enter new mailing address, if applicable:

**(Mailing address MAY BE A POST OFFICE BOX)**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_

*Enter Florida street address*

\_\_\_\_\_, Florida \_\_\_\_\_  
City Zip Code

**New Registered Agent's Signature, if changing Registered Agent:**

*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 relative 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, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

\_\_\_\_\_  
If Changing Registered Agent, Signature of New Registered Agent

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

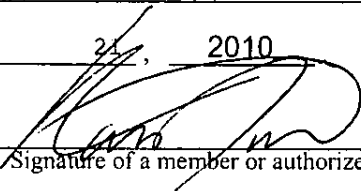
MGR = Manager  
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGRM	Raymond James Tax Credit Funds, Inc.	880 Carillon Parkway Dept 05485	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
	Raymond James Housing Opportunities Fund 21 L.L.C.	St. Petersburg, FL 33716	
MGRM		880 Carillon Parkway Dept 05485	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
		St. Petersburg, FL 33716	
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dated December 21, 2010

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member

Ronald M. Diner, President of Raymond James Tax Credit Funds, Inc., the managing member of Raymond James Housing Opportunities Fund 21 L.L.C.

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