

Document Number Only  
**L99 000000 1476**

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

400002808054--3  
-03/16/99--01084--020  
\*\*\*\*337.50 \*\*\*\*337.50

CORPORATION(S) NAME

St. Johns Place, L.C.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                    | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit                 |   |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> LLC            | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                  |   |   |

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Name \_\_\_\_\_ 03/16/99  
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Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

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ARTICLES OF ORGANIZATION  
OF  
ST. JOHNS PLACE, L.C.  
A LIMITED LIABILITY COMPANY

The undersigned subscribed to these Articles of Organization to form a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I  
NAME

The name of this limited liability company shall be St. Johns Place, L.C. (the "Company").

ARTICLE II  
PURPOSE

The Company is organized to engage in community development activities, including the construction or rehabilitation and sale of single-family or multi-family housing which is affordable to low and moderate-income persons, and any and all other lawful activity or business.

ARTICLE III  
DURATION

The existence of the Company shall begin on the date of the filing of these Articles of Organization. The Company's existence shall be perpetual.

ARTICLE IV  
PRINCIPAL OFFICE

The street address and mailing address of the principal office for the conduct of business of the Company shall be FL9-001-09-03, 50 North Laura Street, Jacksonville, Florida 32202. The Members of the Company may, from time to time, move the principal office to other addresses.

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ARTICLE V  
REGISTERED AGENT AND OFFICE

The name and address of the registered agent for service of process on the Company Corporation System, 1200 South Pine Island Road, Plantation, Florida 33224.

ARTICLE VI  
MEMBERS

The initial and existing Members of the Company are The Rector, Wardens and Vestry of Saint John's Parish at Jacksonville, Florida, a Florida not for profit corporation exempt from federal income taxation pursuant to the provisions of Section 501(c) (3), of the Internal Revenue Code of 1986, as amended, and NationsBank Community Development Corporation, a North Carolina corporation qualified to transact business in Florida. From time to time, additional Members may be admitted upon the unanimous consent of then then-existing Members.

ARTICLE VII  
DISSOLUTION

This Company shall be dissolved in the event of the resignation, expulsion, bankruptcy, or dissolution of a Member of this Company, or the occurrence of any other event which terminates the Membership of a Member of this Company unless all the then-remaining Members vote in writing to continue the existence of the Company.

ARTICLE VIII  
MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by a Member of the Company (the "Managing Member") who shall serve as a manager acting pursuant to Chapter 608, Florida Statutes, and pursuant to the Regulations of the Company, which regulations shall serve as the operating agreement for the Company pursuant to Chapter 608.422, Florida Statutes. The name and address of the initial Managing Member, who shall serve until its successor is elected in accordance with the regulations of the Company, is NationsBank Community Development Corporation, FL9-001-09-03, 50 North Laura Street, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, each of the undersigned officers of NationsBank Community Development Corporation, and The Rector, Wardens and Vestry of Saint John's Parish at Jacksonville, Florida, have executed these Articles of Organization this 9th day of March, 1999.

THE RECTOR, WARDENS AND VESTRY  
OF SAINT JOHN'S PARISH AT  
JACKSONVILLE, FLORIDA

By: *Gustave J. Weltsek*  
Gustave J. Weltsek  
Its: Dean

NATIONSBANK COMMUNITY DEVELOPMENT CORPORATION

By: *Mary E. Sorge*  
Mary E. Sorge,  
Its: Senior Vice President

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such a position.

CT CORPORATION SYSTEM  
1200 South Pine Island Road  
Plantation, FL 33224  
Registered Agent

By: Connie Bryan

Dated: 3/16/99

CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA

COUNTY OF DUVAL

Gustave J. Weltsek, and Mary E. Sorge, being duly sworn, depose and say:

1. That Gustave J. Weltsek is Dean and Secretary of The Rector, Wardens and Vestry of Saint John's Parish at Jacksonville, Florida, a Member of St. Johns Place, L.C. (the "Company"), and that Gustave J. Weltsek is a duly authorized representative of The Rector, Wardens and Vestry of Saint John's Parish at Jacksonville, Florida.
2. That Mary E. Sorge is a Senior Vice President and a duly authorized representative of NationsBank Community Development Corporation, a Member of the Company.
3. That the Company has at least two (2) Members, to-wit, The Rector, Wardens and Vestry of Saint John's Parish at Jacksonville, Florida a Florida not for profit corporation exempt from federal income taxation pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the United States Treasury Regulations issued thereunder, and NationsBank Community Development Corporation, a North Carolina corporation qualified to transact business in Florida.

4. That the Members of the Company have contributed One Thousand Thousand and No/100 Dollars (\$1,000) cash to the capital of the Company, as follows:

The Rector, Wardens and Vestry of Saint John's Parish  
at Jacksonville, Florida

\$ 490

NationsBank Community Development Corporation

510

Total

\$1,000

5. That the agreed value, if any, of property, other than cash contributed by Members, is zero.

- 0 -

6. That the total amount of cash and property contributed and anticipated to be contributed by the Members is \$1,000.00.

Total Contribution \$1,000

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA

COUNTY OF DUVAL

Gustave J. Weltsek, and Mary E. Sorge, being duly sworn, depose and say:

1. That Gustave J. Weltsek is Dean of The Rector, Wardens and Vestry of Saint John's Parish at Jacksonville, Florida, a Member of St. Johns Place, L.C. (the "Company"), and that Gustave J. Weltsek is a duly authorized representative of The Rector, Wardens and Vestry of Saint John's Parish at Jacksonville, Florida.
2. That Mary E. Sorge is a Senior Vice President and a duly authorized representative of NationsBank Community Development Corporation, a Member of the Company.
3. That the Company has at least two (2) Members, to-wit, The Rector, Wardens and Vestry of Saint John's Parish at Jacksonville, Florida a Florida not for profit corporation exempt from federal income taxation pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the United States Treasury Regulations issued thereunder, and NationsBank Community Development Corporation, a North Carolina corporation qualified to transact business in Florida.

4. That the Members of the Company have contributed One Thousand Thousand and No/100 Dollars (\$1,000) cash to the capital of the Company, as follows:

The Rector, Wardens and Vestry of Saint John's Parish at Jacksonville, Florida	\$ 490
NationsBank Community Development Corporation	510
Total	\$1,000

5. That the agreed value, if any, of property, other than cash contributed by Members, is zero. - 0 -

6. That the total amount of cash and property contributed and anticipated to be contributed by the Members is \$1,000.00. \_\_\_\_\_

Total Contribution      \$1,000

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7. That the Members of the Company may contribute additional capital to the Company as shall be unanimously agreed and approved in writing by the Members from time to time as the Members shall unanimously determine to be necessary and desirable for the conduct of the business and purposes of the Company.

AND FURTHER AFFLIANTS SAYETH NAUGHT.

THE RECTOR, WARDENS AND VESTRY OF  
SAINT JOHN'S PARISH AT JACKSONVILLE,  
FLORIDA

By: Gustave J. Weltsek  
Gustave J. Weltsek  
Its: Dean and Secretary

NATIONSBANK COMMUNITY DEVELOPMENT  
CORPORATION

By: Mary E. Sorge  
Mary E. Sorge  
Its: Senior Vice President

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The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of March, 1999, by Gustave J. Weltsek as Dean/Secretary of THE RECTOR, WARDENS AND VESTRY OF SAINT JOHN'S PARISH AT JACKSONVILLE, FLORIDA, a Florida not-for-profit corporation, who is personally known to me or has produced a Florida driver's license as identification.



BARBARA L. KINGSLEY  
COMMISSION # CC 451785  
EXPIRES APR 9, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Barbara L. Kingsley  
Print Name: Barbara L. Kingsley  
Notary Public, State of Florida at Large  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of March, 1999, by Mary E. Sorge, as Senior Vice President of NATIONSBANK COMMUNITY DEVELOPMENT CORPORATION, a North Carolina corporation authorized to transact business in the State of Florida, who has produced a Florida driver's license as identification.



BARBARA L. KINGSLEY  
COMMISSION # CC 451785  
EXPIRES APR 9, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Barbara L. Kingsley  
Print Name: Barbara L. Kingsley  
Notary Public, State of Florida at Large  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_