

Document Number On

L980000001946

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

900002643299--8
-09/18/98--01058--016
****285.00 ****285.00

900002643299--8
-09/18/98--01058--017
*****52.50 *****52.50

(Alland) Trace Redevelopment, L.C.

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JEFF BUTTERFIELD

9/18

Bye 9/18/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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September 18, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: OAKLAND TRACE REDEVELOPMENT, L.C.
Ref. Number: W98000021433

We have received your document for OAKLAND TRACE REDEVELOPMENT, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The AFFIDAVIT should be titled "AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS."

The AFFIDAVIT must contain 3 money amounts. First, it must state the amount of cash contributed to date. Second, it must state the value of any non-cash property contributed to date. If this value is "ZERO", you must state that the value is ZERO.

Third, it must state the total amount of cash and property contributed and anticipated to be contributed.

The Company will be required to file a SUPPLEMENTAL AFFIDAVIT when their actual contribution total surpasses the TOTAL ANTICIPATED AMOUNT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 298A00047370

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ARTICLES OF ORGANIZATION
OF
OAKLAND TRACE REDEVELOPMENT, 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 Oakland Trace Redevelopment, 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 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 is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33224.

ARTICLE VI
MEMBERS

the initial and existing Members of the Company are First Baptist Church of Oakland Development Company, Inc., 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 death, retirement, 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.

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IN WITNESS WHEREOF, each of the undersigned officers of NationsBank Community Development Corporation, and First Baptist Church of Oakland Development Company, Inc., have executed these Articles of Organization this 17th day of September, 1998.

FIRST BAPTIST CHURCH OF OAKLAND
DEVELOPMENT COMPANY, INC.

By: Charles B. Dailey
Charles B. Dailey,
Its: Chairman/Chief Executive Officer

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: 9/18/98

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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AFFIDAVIT

STATE OF FLORIDA

COUNTY OF DUVAL

Charles B. Dailey, and Mary E. Sorge, being duly sworn, depose and say:

1. That Charles B. Dailey is Chairman and Chief Executive Officer of First Baptist Church of Oakland Neighborhood Development Company ("First Baptist DC"), a Member of Oakland Trace Redevelopment, L.C. (the "Company"), and that Cleve Warren is a duly authorized representative of First Baptist DC.
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, First Baptist DC, a Florida not for profit 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 and No/100 Dollars (\$1000.00) to the capital of the Company, as follows:

First Baptist Church of Oakland Development Company, Inc.	\$ 490.00
NationsBank Community Development Corporation	\$ 510.00
5. 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 shall be necessary and desirable for the conduct of the business and purposes of the Company.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

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4. That the Members of the Company have contributed One Thousand and No/100 Dollars (\$1000.00) to the capital of the Company, as follows:

First Baptist Church of Oakland Development Company, Inc.	\$ 490.00
NationsBank Community Development Corporation	<u>510.00</u>
Total	\$1,000.00

5. If any, the agreed value of property other than cash contributed by Members is zero. - 0 -
6. The total amount of cash and property contributed and anticipated to be contributed by Members is \$1,000.00.

Total Contribution \$1,000.00

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF DUVAL

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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, First Baptist DC, a Florida not for profit 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 (\$1000.00) to the capital of the Company, as follows:

First Baptist Church of Oakland Development Company, Inc.	\$ 490.00
NationsBank Community Development Corporation	<u>510.00</u>
Total	\$1,000.00

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 \$1,000.00

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.

FIRST BAPTIST CHURCH OF OAKLAND
DEVELOPMENT COMPANY, INC.


By: Charles B. Dailey
Charles B. Dailey,
Its: Chairman and Chief Executive Officer

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NATIONSBANK COMMUNITY DEVELOPMENT
CORPORATION


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

The foregoing instrument was acknowledged before me this 17th day of September, 1998, by Charles B. Dailey, as Chairman and Chief Executive Officer of FIRST BAPTIST CHURCH OF OAKLAND DEVELOPMENT COMPANY, a Florida 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 Kingsley
Notary Public, State of Florida at Large
Commission No.: _____
My Commission Expires: _____

The foregoing instrument was acknowledged before me this 17th day of September, 1998, 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: _____
Notary Public, State of Florida at Large
Commission No.: _____
My Commission Expires: _____