

Aug. 26, 2004 11:25 AM PORGES, HAMLIN, KNOWLES & FROUTY

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FLORIDA LIMITED PARTNERSHIP

ALLIANT TAX CREDIT FUND 33-B, LTD.

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J. BRYAN AUG 27 2004

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ALLIANT TAX CREDIT FUND 33-B, LTD.**

STATE OF FLORIDA  
COUNTY OF PALM BEACH

THIS CERTIFICATE is made this 25<sup>th</sup> day of August, 2004, by ALLIANT GP 33, LLC, a Florida limited liability company, the General Partner of ALLIANT TAX CREDIT FUND 33-B, LTD., a Florida limited partnership.

1. NAME: The firm name and style under which the partnership is to be conducted shall be ALLIANT TAX CREDIT FUND 33-B, LTD.

2. PLACE OF BUSINESS ADDRESS AND MAILING ADDRESS: The principal place of business of the Limited Partnership shall be located at:

ALLIANT TAX CREDIT FUND 33-B, LTD.  
340 Royal Poinciana Way, Suite 305  
Palm Beach, Florida 33480

3. GENERAL PARTNER ADDRESS: The name and business address of the General Partner is as follows:

ALLIANT GP 33, LLC # L04000062799  
340 Royal Poinciana Way, Suite 305  
Palm Beach, Florida 33480

4. REGISTERED AGENT: The name and address of the Registered Agent is as follows:

Curtis D. Hamlin, Esq.  
PORGES, HAMLIN, KNOWLES & PROUTY, P.A.  
1205 Manatee Avenue West  
Bradenton, Florida 34205

5. LATEST DATE OF DISSOLUTION: The latest date upon which the Limited Partnership is to be dissolved is December 31, 2064.

PREPARED BY:  
Curtis D. Hamlin, Esq. (Bar#0237922)  
Porges, Hamlin, Knowles & Prouty, P.A.  
1205 Manatee Avenue West  
Bradenton, Florida 34205  
(941)745-3770

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B. AFFIDAVIT OF CAPITAL CONTRIBUTIONS: An Affidavit of Capital Contribution of the Limited Partners is attached hereto and incorporated herein.

By: ALLIANT GP 33, LLC, a Florida limited liability company, as General Partner of ALLIANT TAX CREDIT FUND 33-B, LTD., a Florida limited partnership

By: ALLIANT CAPITAL, LTD., a Florida limited partnership, as sole Member of ALLIANT GP 33, LLC

By: ALLIANT, INC., a Florida corporation, as General Partner of ALLIANT CAPITAL, LTD.

By: [Signature]  
James C. Jenkins, Vice President

REGISTERED AGENT:

I, Curtis D. Hamlin, accept the designation by ALLIANT CAPITAL, LTD., to serve as REGISTERED AGENT for the Partnership on the day and year first above written.

By: [Signature]  
Curtis D. Hamlin, Esq., Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25<sup>TH</sup> day of August, 2004, by James C. Jenkins, as Vice President of ALLIANT, INC., a Florida corporation, as General Partner of ALLIANT CAPITAL, LTD., a Florida limited partnership, as sole Member of ALLIANT GP 33, LLC, a Florida limited liability company, as General Partner of ALLIANT TAX CREDIT FUND 33-B, LTD., a Florida limited partnership, on behalf of the corporation and the limited partnerships. He is personally known to me.

(SEAL)



Kimberly G. Stocks  
Commission # CC 983364  
Expires Dec. 3, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

[Signature]  
Notary Public, State of Florida

(Type or Print Notary Name Here)

Kimberly G. Stocks

Aug. 26. 2004 11:25AM

PORGES HAMLIN KNOWLES & PROUTY

No. 1374 P. 4/4

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the sole General Partner of ALLIANT TAX CREDIT FUND 33-B, LTD.,  
a Florida limited partnership, did swear and affirm as follows:

The amount of capital contributions to date of the Limited Partners is \$99.90.

The total amount anticipated to be contributed by the Limited Partners at this time  
totals \$25,000,000.00, including all contributions received to date.

This 25<sup>TH</sup> day of August, 2004.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury the undersigned does declare that he has read the  
foregoing and that the facts alleged are true, to the best of his knowledge and belief.

By: ALLIANT GP 33, LLC, a Florida limited  
liability company, as General Partner of ALLIANT  
TAX CREDIT FUND 33-B, LTD., a Florida limited  
partnership

By: ALLIANT CAPITAL, LTD., a Florida limited  
partnership, as sole Member of ALLIANT GP 33,  
LLC

By: ALLIANT, INC., a Florida corporation, as  
General Partner of ALLIANT CAPITAL, LTD.

By: [Signature]  
James C. Jenkins, Vice President

The foregoing instrument was acknowledged before me this 25<sup>TH</sup> day of August,  
2004, by James C. Jenkins, as Vice President of ALLIANT, INC., a Florida corporation, as  
General Partner of ALLIANT CAPITAL, LTD., a Florida limited partnership, as sole Member  
of ALLIANT GP 33, LLC, a Florida limited liability company, as General Partner of ALLIANT  
TAX CREDIT FUND 33-B, LTD., a Florida limited partnership, on behalf of the corporation  
and the limited partnerships. He is personally known to me.

(SEAL)



Kimberly G. Stocks  
Commission # CC 983364  
Expires Dec. 3, 2004  
Bonded Through  
Atlantic Bonding Co., Inc.

[Signature]  
Notary Public, State of Florida

(Type or Print Notary Name Here)

Kimberly G. Stocks