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To:

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Account Name : COGENCY GLOBAL, INC.  
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**FLORIDA/FOREIGN LP/LLLP**  
**Emerald Dunes MG LP**

Certificate of Status	0
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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
EMERALD DUNES MG LP**

This Certificate of Limited Partnership of Emerald Dunes MG LP (this "Certificate") is entered into by AOF Florida Affordable Housing Corp., a not-for-profit corporation duly formed under the laws of the State of Florida ("AOF-Florida"), in its capacity as the sole general partner of **Emerald Dunes MG LP** and shall be effective as of the date of filing of this Certificate with State of Florida Department of State (the "Department of State") on December 11, 2020 (the "Effective Date"). **Emerald Dunes MG LP** is hereby formed and created as a limited partnership under the laws of the State of Florida, including in particular the Florida Revised Uniform Limited Partnership Act of 2005, as amended, Florida Statutes Section 620.1101, et seq. (the "Florida Limited Partnership Act").

**Section 1. Name.** The name of the Limited Partnership is "**Emerald Dunes MG LP**" (the "Limited Partnership").

**Section 2. Registered Address.** The address of the registered office of the Limited Partnership in the State of Florida is:

Cogency Global Inc.  
115 N. Calhoun Street, Suite 4  
Tallahassee, Florida 32301

**Section 3. Registered Agent.** The name and address of the registered agent for service of process on the Limited Partnership in the State of Florida is:

Cogency Global Inc.  
115 N. Calhoun Street, Suite 4  
Tallahassee, Florida 32301

**Section 4. Sole General Partner.** AOF Florida Affordable Housing Corp., a Florida not-for-profit corporation, shall be the initial sole general partner of the Limited Partnership:

AOF Florida Affordable Housing Corp.  
1000 Parkwood Circle, Suite 320  
Atlanta, GA 30339

**Section 5. Limited Partnership Agreement.** AOF Florida Affordable Housing Corp., in its capacity as the initial sole general partner of the Limited Partnership, shall have the power to enter into, without limitation, a limited partnership agreement ("Limited Partnership Agreement").

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**Section 6. Purpose.** The Limited Partnership is organized to operate in accordance with its Limited Partnership Agreement and the Florida Limited Partnership Act to acquire, construct, own and operate or to otherwise support affordable housing, including, without limitation, affordable multifamily rental housing property to be occupied in whole or requisite part by persons and families of low and moderate income, and in furtherance of that purpose, to transact any or all lawful business for which limited partnerships may be organized under the Florida Limited Partnership Act.


**Section 7. Powers, Authority and Activities.** The Limited Partnership shall have the powers, authority and activities as provided in the Limited Partnership Agreement consistent with the Florida Limited Partnership Act.

**Section 8. Duration.** The period of duration of the Limited Partnership shall be perpetual. The Limited Partnership shall be dissolved only in accordance with its Limited Partnership Agreement and the Florida Limited Partnership Act.

**IN WITNESS WHEREOF,** the undersigned duly authorized Vice President of AOF Florida Affordable Housing Corp., the sole general Partner, has executed and delivered this **Certificate of Limited Partnership of Emerald Dunes MG LP** as of the Effective Date set forth hereinabove.

**EMERALD DUNES MG LP**

By: AOF Florida Affordable Housing Corp.,  
A Florida not-for-profit corporation

By:   
Kathryn Todd Walker, Vice President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ACCEPTANCE OF REGISTERED AGENT**

The undersigned **COGENCY GLOBAL INC.** hereby accepts its appointment as Registered Agent for **Emerald Dunes MG LP**, a Florida limited partnership, in the State of Florida and agrees to act in this capacity, until such time as the undersigned Cogency Global Inc. informs the Florida Secretary of State of its resignation, or until such time as Emerald Dunes MG LP chooses to appoint a new registered agent in the State of Florida, and hereby confirms the registered office address set forth in Sections 2 and 3 in the hereinabove Certificate of Limited Partnership.

Executed on behalf of a duly authorized representative of Cogency Global Inc. to be effective as of the aforesaid Effective Date.

**COGENCY GLOBAL INC.**

By: /s/ Ken Howell  
Ken Howell, Assistant Secretary