

L01000000 997

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000008519 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

RECEIVED  
01 JAN 19 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## LIMITED LIABILITY COMPANY

SENIOR HOUSING ASSOCIATES, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

L01-997  
JK

HO 1000008519

**ARTICLES OF ORGANIZATION  
FOR  
SENIOR HOUSING ASSOCIATES, L.L.C.**

I, the undersigned, for the purpose of forming a Limited Liability Company under Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of this Limited Liability Company shall be:

**SENIOR HOUSING ASSOCIATES, L.L.C.**

**ARTICLE II  
PURPOSE**

The Company is not formed for pecuniary profit or financial gain. The Company is irrevocably dedicated and operated exclusively for nonprofit purposes. The purposes for which the Company is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purpose for which the Company is organized are to be exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Affordable Housing Institute, Inc., a Florida no-for-profit corporation ("AHI"), in connection with the fostering of housing to elderly individuals. The Company, in connection with furthering its stated purposes, shall be permitted to engage in the acquisition, rehabilitation, management, leasing, operation and sale of apartment buildings known as the Landings at Seaforest II located in New Port Richie, Florida and leasing at least 220 of the apartments in such buildings to tenants.

The Company shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on by entities exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

Preparer: Kelley S. Roark, Esq.  
Ritter, Ritter & Zaretsky  
555 N.E. 15<sup>th</sup> Street, Suite 100  
Miami, FL 33132  
(305) 372-0933  
Florida Bar No. 925810

**ARTICLE III  
ADDRESS**

The mailing and street address of the principal office of the Limited Liability Company is:

FILED

01 JAN 19 PM 1:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HO 1000008519

HO 1000000519

2121 Camden Road, Suite B  
Orlando, FL 32803-1431

**ARTICLE IV  
REGISTERED AGENT, REGISTERED OFFICE**

The name and the Florida street address of the registered agent are:

John A. Ritter, Esq.  
Ritter, Ritter & Zaretsky  
555 N.E. 15<sup>th</sup> Street, Suite 100  
Miami, FL 33132

01 JAN 19 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLE V  
MEMBER/MANAGER**

The initial sole member of the Company is the Affordable Housing Institute, Inc. The Limited Liability Company is to be managed by the member, and the name and address of the managing member is:

Affordable Housing Institute, Inc., a not for profit corporation  
2121 Camden Road, Suite B  
Orlando, FL 32803-1431

**ARTICLE VI  
DISSOLUTION**

Upon dissolution of the Company, the Member shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company by contribution exclusively to AHI or one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

**ARTICLE VII  
NO PERSONAL LIABILITY**

The managers, officers and agents of the Company shall not be held personally liable or responsible for any contracts, debts, or defaults of the Company while acting for or on behalf of the Company in any official and authorized capacity. The Company shall indemnify all of its managers, officers, and agents and all of its former managers, officers and agents, to the fullest extent permitted by law.

HO 10000008519

HO 000008519


**ARTICLE VIII  
PROHIBITION AGAINST PRIVATE BENEFIT**

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its members, officers, other private persons or for-profit corporations, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II herein.

I, **THE UNDERSIGNED**, in accordance with section 608.408(3), acknowledge that the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true, and execute these Articles of Organization this 19 day of January, 2001.

  
JOHN A. RITTER

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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, Florida Statutes.

  
JOHN A. RITTER

HO 000008519

FILED

JAN 19 PM 1:19

STATE SECRETARY OF

CORPORATION