



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, Florida 32301  
(850) 681-6528

**HOLD**  
FOR PICKUP BY  
UCC SERVICES  
OFFICE USE ONLY

835480/5500U

February 15, 2001

**L010000001898**

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Edison, LLC

**Filing Evidence**

☐ Plain/Confirmation Copy

☒ Certified Copy

**Type of Document**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

**Retrieval Request**

☐ Photocopy

☐ Certified Copy

700003705407--2  
-02/15/01--01016--025  
\*\*\*\*\*55.00 \*\*\*\*\*55.00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amended & Restated Articles
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
FEB 15 2001  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
01 FEB 15 PM 2:51  
FILED  
APPROVED  
AND  
FILED



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 15, 2001

UCC FILING & SEARCH SERVICES

SUBJECT: EDISON, LLC  
Ref. Number: L01000001898

We have received your document for EDISON, LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following:

The entity's date of incorporation/organization must be listed in the document.

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) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 701A00009632

APPROVED  
AND  
FILED  
01 FEB 15 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION OF  
EDISON, LLC**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act Edison, LLC, a Florida limited liability company (the "Company") adopts the following Amended and Restated Articles of Organization.

**ARTICLE I  
NAME**

The name of the Limited Liability Company is EDISON, LLC (the "Company").

**ARTICLE II  
PURPOSE**

(a) The Company is not formed for pecuniary profit or financial gain. The Company is irrevocably dedicated to and operated exclusively for non-profit 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 purposes 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 GMN Gulf Coast, Inc., a Florida not-for-profit corporation ("GMN" or "Member"), in connection with the fostering of low income housing to low and moderate income families. The Company, in connection with furthering its stated purposes, shall limit its activities to (i) acquisition, financing, rehabilitation, management, leasing, operation and sale of affordable housing in the State of Florida as permitted under applicable governmental regulations for subsidized financing of housing for low income individuals and consistent with and recognized as charitable by the Internal Revenue Service in Revenue Procedure 96-32; and (ii) transacting any and all lawful business for which a limited liability company may be formed, provided, however, all of the same is undertaken solely in accordance with the purposes of GMN and GMN's not-for-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

(b) 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).

APPROVED  
AND  
FILED  
01 FEB 15 PM 2:  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE III  
ADDRESS

The mailing address and street address of the principal office of the Company is 300 N.W. 12<sup>th</sup> Avenue, Miami, Florida 33128.

ARTICLE IV  
REGISTERED OFFICE AND AGENT AND ADDRESS

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

<u>Name</u>	<u>Address</u>
Louise J. Allen	200 East Broward Boulevard, Suite 1900 Fort Lauderdale, Florida 33301

ARTICLE V  
MEMBERS

- (a) The sole member of the Company is the GMN Gulf Coast, Inc., a Florida non profit corporation.
- (b) A member of the Company shall not cease to be a member of the Company upon the occurrence of an event specified in Florida Statutes Section 408.4237.

ARTICLE V  
MANAGEMENT COMMITTEE

The Company is to be a manager managed company.

ARTICLE VI  
TERM

The Company shall have perpetual existence.

ARTICLE VII  
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 the Member 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

APPROVED  
AND  
FILED  
01 FEB 15 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE VIII  
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.

ARTICLE IX  
PROHIBITION AGAINST PRIVATE BENEFIT

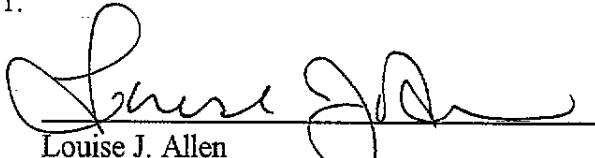
No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its officers, other private persons or for-profit corporations, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions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

ARTICLE X  
AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members and in compliance with the other limitations in these Articles of Organization. No member shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

ARTICLE XI  
The date of organization of Edison, LLC was February 6, 2001.

IN WITNESS WHEREOF, the undersigned hereby certifies that the foregoing was duly adopted and approved by all of the Management Committee and the sole Member of the Company, and has made and subscribed these Amended and Restated Articles of Organization for the foregoing uses and purposes this 13<sup>th</sup> day of February, 2001.

  
Louise J. Allen  
Authorized Representative of Member and  
the Company.

I:\W-CO\35709\011\amend&rest-art-org-n2

APPROVED  
AND  
FILED  
01 FEB 15 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA