

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

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

April 2, 2002

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

Whispering Apartments, LLC

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ 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

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"/>	Amendment
<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

600005182496--3

04/02/02--01025--008

****110.00 *****55.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -2 AM 10:13

RECEIVED
02 APR -2 AM 10:13

used
left
4/2/02

LAW OFFICES
STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.
200 EAST BROWARD BOULEVARD
SUITE 1900
FORT LAUDERDALE, FLORIDA 33301

LOUISE J. ALLEN
DIRECT LINE (954) 462-9580
email: lallen@swmwas.com

(954) 462-8500
FACSIMILE (954) 462-9567
WWW.STEARNSWEAVER.COM

MIAMI OFFICE
MUSEUM TOWER
150 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
(305) 789-3200

TAMPA OFFICE
SUITE 2200
SUNTRUST FINANCIAL CENTRE
401 EAST JACKSON STREET
TAMPA, FLORIDA 33602
(813) 223-4800

April 1, 2002

Brenda Tadlock
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Whispering Apartments, LLC

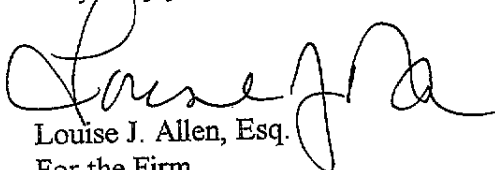
Dear Brenda:

Attached is a copy of Treasury Regulations Section 301.7701-3(b)(1)(ii) which states that a Limited Liability Company with one member is disregarded as an entity separate from its Member for federal income tax purposes. The effect of the Treasury Regulation is that the activities of Limited Liability Company are deemed for federal income tax purposes to be the activities of its sole Member. A 501(c)(3) charitable organization is only permitted to perform charitable activities. Thus, a Limited Liability Company whose sole Member is a 501(c)(3) charitable organization can only engage in the charitable activities which its sole Member is permitted to perform.

I hope this helps clarify why we need to limit the purpose section of the Articles of Organization of a LLC whose sole Member is a 501(c)(3) charitable organization. Please call me with any questions or suggestions.

Thank you in advance for your help with this matter.

Very truly yours,


Louise J. Allen, Esq.
For the Firm

Enclosure

IAW-CORR/LJA35709.021\div-corp-ltr.wpd

Definitions

67,459

See p. 20,601 for regulations not amended to reflect law changes

Paragraph (b) of this section provides a default classification for an eligible entity that does not make an election. Thus, elections are necessary only when an eligible entity chooses to be classified initially as other than the default classification or when an eligible entity chooses to change its classification. An entity whose classification is determined under the default classification retains that classification (regardless of any changes in the members' liability that occurs at any time during the time that the entity's classification is relevant as defined in paragraph (d) of this section) until the entity makes an election to change that classification under paragraph (c)(1) of this section. Paragraph (c) of this section provides rules for making express elections. Paragraph (d) of this section provides special rules for foreign eligible entities. Paragraph (e) of this section provides special rules for classifying entities resulting from partnership terminations and divisions under section 708(b). Paragraph (f) of this section sets forth the effective date of this section and a special rule relating to prior periods.

(b) *Classification of eligible entities that do not file an election*—(1) *Domestic eligible entities*. Except as provided in paragraph (b)(3) of this section, unless the entity elects otherwise, a domestic eligible entity is—

(i) A partnership if it has two or more members; or

(ii) Disregarded as an entity separate from its owner if it has a single owner.

(2) *Foreign eligible entities*—(i) *In general*. Except as provided in paragraph (b)(3) of this section, unless the entity elects otherwise, a foreign eligible entity is—

(A) A partnership if it has two or more members and at least one member does not have limited liability;

(B) An association if all members have limited liability; or

(C) Disregarded as an entity separate from its owner if it has a single owner that does not have limited liability.

(ii) *Definition of limited liability*. For purposes of paragraph (b)(2)(i) of this section, a member of a foreign eligible entity has limited liability if the member has no personal liability for the debts of or claims against the entity by reason of being a member. This determination is based solely on the statute or law pursuant to which the entity is organized, except that if the underlying statute or law allows the entity to specify in its organizational documents whether the members will have limited liability, the organizational documents may also be relevant. For

purposes of this section, a member has personal liability if the creditors of the entity may seek satisfaction of all or any portion of the debts or claims against the entity from the member as such. A member has personal liability for purposes of this paragraph even if the member makes an agreement under which another person (whether or not a member of the entity) assumes such liability or agrees to indemnify that member for any such liability.

(3) *Existing eligible entities*—(i) *In general*. Unless the entity elects otherwise, an eligible entity in existence prior to the effective date of this section will have the same classification that the entity claimed under §§ 301.7701-1 through 301.7701-3 as in effect on the date prior to the effective date of this section; except that if an eligible entity with a single owner claimed to be a partnership under those regulations, the entity will be disregarded as an entity separate from its owner under this paragraph (b)(3)(i). For special rules regarding the classification of such entities for periods prior to the effective date of this section, see paragraph (f)(2) of this section.

(ii) *Special rules*. For purposes of paragraph (b)(3)(i) of this section, a foreign eligible entity is treated as being in existence prior to the effective date of this section only if the entity's classification was relevant (as defined in paragraph (d) of this section) at any time during the sixty months prior to the effective date of this section. If an entity claimed different classifications prior to the effective date of this section, the entity's classification for purposes of paragraph (b)(3)(i) of this section is the last classification claimed by the entity. If a foreign eligible entity's classification is relevant prior to the effective date of this section, but no federal tax or information return is filed or the federal tax or information return does not indicate the classification of the entity, the entity's classification for the period prior to the effective date of this section is determined under the regulations in effect on the date prior to the effective date of this section.

(c) *Elections*—(1) *Time and place for filing*—

(i) *In general*. Except as provided in paragraphs (c)(1)(iv) and (v) of this section, an eligible entity may elect to be classified other than as provided under paragraph (b) of this section, or to change its classification, by filing Form 8832, Entity Classification Election, with the service center designated on Form 8832. An election will not be accepted unless all of the information required by the form and instructions, including the taxpayer identifying number of the entity, is provided on Form 8832. See § 301.6109-1 for rules on applying

Reg. § 301.7701-3(c)(1)

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
WHISPERING APARTMENTS, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -2 AM 10:43

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act Whispering Apartments, LLC, a Florida limited liability company (the "Company") adopts the following Articles of Amendment to its Articles of Organization.

**ARTICLE 1.
NAME**

The name of the limited liability company is Whispering Apartments, LLC (the "Company").

**ARTICLE 2.
HISTORY**

The Articles of Organization of the Company were filed with the Department of State for the State of Florida on January 14, 2002.

**ARTICLE 3.
AMENDMENT**

Article II of the Company's Articles of Organization is deleted in its entirety and the following is substituted in its stead:

**ARTICLE II
PURPOSE**

(a.) 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 the Greater Miami Neighborhoods, 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, directly or indirectly (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).

ARTICLE 4. AMENDMENTS


These Articles of Amendment to the Articles Organization of the Company shall be effective upon filing with the Department of State for the State of Florida and have been adopted by the majority vote of the members.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Amendment to the Articles of Organization for the foregoing uses and purposes this 1st day of April, 2002.

SOLE MEMBER

GREATER MIAMI NEIGHBORHOODS, INC.,
a Florida not for profit corporation

By: _____


Name: Agustin Dominguez
Title: President