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March 25, 2002

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

Cutler Meadows, 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 W02-8255
☐ All Charter Documents to Include Articles & Amendments
☐ Fictitious Name Certificate
☐ Other

| NEW FILINGS | |
|-------------|-------------------|
| | Profit |
| | Non Profit |
| X | Limited Liability |
| | Domestication |
| | Other |

| AMENDMENTS | |
|------------|------------------------------------|
| | Amendment |
| | Resignation of RA Officer/Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| OTHER FILINGS | |
|---------------|------------------|
| | Annual Reports |
| | Fictitious Name |
| | Name Reservation |
| | Reinstatement |

| REGISTRATION/QUALIFICATION | |
|----------------------------|-------------------|
| | Foreign |
| | Limited Liability |
| | Reinstatement |
| | Trademark |
| | Other |

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SECRETARY OF STATE
DIVISION OF CORPORATION
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OK per
KB/let

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 25, 2002

UCC FILING & SEARCH SERVICES

SUBJECT: CUTLER MEADOWS, LLC
Ref. Number: W02000008255

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We have received your document for CUTLER MEADOWS, LLC and your check(s) totaling \$310.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapter 608 does not provide for not-for-profit limited liability companies.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 102A00017687

LAW OFFICES
STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.
200 EAST BROWARD BOULEVARD
SUITE 1800
FORT LAUDERDALE, FLORIDA 33301

(854) 482-8500
FACSIMILE (854) 482-8587

WWW.STEARNSWEAVER.COM

LOUISE J. ALLEN
DIRECT LINE (854) 482-8580
email: lallen@swmwa.com

MIAMI OFFICE
- MUSEUM TOWER
160 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
(305) 769-3200

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

March 26, 2002

Florida Department of State
Division of Corporations

Re: Cutler Meadows, LLC

Dear Sir/Madam:

Cutler Meadows, LLC is a Florida limited liability company whose sole Member is Greater Miami Neighborhoods, Inc., a Florida not-for-profit corporation which has been issued a determination letter that it is a charity exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The IRS Determination Letter issued to Greater Miami Neighborhoods, Inc. the sole member of Cutler Meadows, LLC is attached. Pursuant to Treasury Regulations Section 301.7701-3(b)(1)(ii), Cutler Meadows, LLC is disregarded as an entity separate from Greater Miami Neighborhoods, Inc. such that the activities of Cutler Meadows, LLC are deemed for federal income tax purposes to be the activities of Greater Miami Neighborhoods, Inc.

Accordingly, Cutler Meadows, LLC's activities are limited to charitable activities that may be engaged in by Greater Miami Neighborhoods, Inc. Thus "Article II - Purpose" of the Articles of Organization of Cutler Meadows, LLC must also specify that the activities of Cutler Meadows, LLC are limited to charitable activities that can be engaged in by Greater Miami Neighborhoods, Inc.

Please call with any questions.

Very truly yours,


Louise J. Allen, Esq.
For the Firm

IAW-CORR/LJA/35709.024/div-corp-lr.wpd

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LAW OFFICES
STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

SUITE 1900
200 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

(954) 462-9500
DADE / PALM BEACH (800) 228-1415
FACSIMILE (954) 462-9567

FACSIMILE TRANSMISSION

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.

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The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone and return the original message to us at the above address via the U.S. Postal Service. Thank you.

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)

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**ARTICLES OF ORGANIZATION OF
CUTLER MEADOWS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I
NAME**

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

**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 III
ADDRESS**

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

ARTICLE III

ADDRESS

The mailing address and street address of the principal office of the Company is 300 N.W. 12th 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> |
|-------------------|---|
| Agustin Dominguez | 300 Northwest 12 th Avenue Miami, Florida 33128 |

ARTICLE V
MEMBERS

(a) The initial sole member of the Company is the Greater Miami Neighborhoods, Inc. 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

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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 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.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 20TH day of March, 2002.

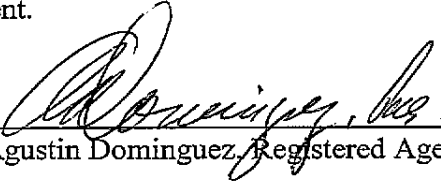


Agustin Dominguez
Authorized Representative of Member

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**ACCEPTANCE OF
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for CUTLER MEADOWS, LLC 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.



Agustin Dominguez, Registered Agent

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