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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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AMERICA FIRST COMPANIES

1004 FARNAM STREET

OMAHA, NEBRASKA 68102

TELEPHONE (402) 444-1630

Dominic Vaccaro
dvaccaro@am1st.com
(402) 930-3034

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMERICA FIRST

March 18, 2003

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Apollo Associates GP, LLC

Dear Sir or Madam,

Enclosed for filing are the Articles of Organization and Acceptance for Appointment of Agent for the above referenced limited liability. A check for \$125 is also enclosed to cover fees for both documents.

Please return the letter of acknowledgment to my attention at the above address.

If you have any questions or if anything further is needed to complete this filing, please call me at (402) 930-3034.

Thank you for your assistance.

Sincerely,



Dominic Vaccaro

Enclosures

**ARTICLES OF ORGANIZATION
OF
APOLLO ASSOCIATES GP, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Organization are being executed as of the 5th day of March, 2003, for the purpose of forming a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act"). The undersigned, being duly authorized to execute and file these Articles of Organization, does hereby certify as follows:

1. **Name.** The name of the limited liability company shall be Apollo Associates GP, LLC (the "Company").
2. **Duration.** The period of duration of the Company shall be perpetual.
3. **Purpose.** The purposes for which the Company has been organized are for:
 - (a) acquiring a general partnership interest in Apollo Associates, Ltd., a Florida limited partnership, the owner of that commercial real estate known as The Exchange at Palm Bay located in Palm Bay, Florida; and
 - (b) engaging in any lawful act or activity that is permitted under the laws of the State of Florida.
4. **Registered Agent.** The address of the initial registered office of the Company is: 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its registered agent at that address is CT Corporation System.
5. **Principal Office.** The mailing address and street address of the principal office of the Company is: 1004 Farnam Street, Suite 400, Omaha, Nebraska 68102.
6. **Additional Members.** The members of the Company have the right to admit additional members from time to time, upon unanimous approval and upon additional terms and conditions of admission as may be determined by the members at the time of admission. Except as provided in the Operating Agreement, the interests of the members in the Company may not be transferred or assigned.
7. **Continuation of Business.** The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company shall not cause the Company to be dissolved.

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8. **Management.** Management of the Company shall be vested in its members in proportion to their contribution to the capital of the Company, as adjusted from time to time, to reflect additional contributions or withdrawals by the members. STATE
TALLAHASSEE, FLORIDA

9. **Internal Affairs.** The regulation of the internal affairs of the Company are set forth in the Operating Agreement of the Company and shall govern the operation of the business and the members accordingly.

ADOPTED as of this 5th day of March, 2003.

AMERICA FIRST APARTMENT
INVESTORS, INC., Sole Member

By Mark A. Hiatt
Mark A. Hiatt, Vice President

ACCEPTANCE FOR APPOINTMENT OF AGENT

FOR

APOLLO ASSOCIATES GP, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, 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, F.S.

B

y:



Date:

2/20/63

Beverlee Stuewe
Assistant Secretary