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Division of Corporations

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Community Housing Alliance, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

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ARTICLES OF ORGANIZATION
OF
COMMUNITY HOUSING ALLIANCE, L.L.C.

The undersigned acting as the organizer of COMMUNITY HOUSING ALLIANCE, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is Community Housing Alliance, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 715 Margaret Square, Winter Park, Florida, 32789.

ARTICLE III - Purpose:

The Company is organized exclusively for charitable, religious, educational, scientific, educational, or literary purposes, including, for such purposes as (1) engaging in or assisting in the development or operation of low income public housing, including, but not limited to administration of Section 8 project based contracts in the State of Florida; (2) the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"); and (3) for engaging in any other activity or business permitted under the laws of the United States and of the State of Florida, and shall have all of the powers as are permitted by applicable law.

ARTICLE IV - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE V - Management:

The Company is to be managed by its Members, unless and until one or more managers are elected in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers, if any, shall be elected as described in the Operating Agreement. The initial sole Member of the Company is The Housing Authority of the City of Winter Park.

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ARTICLE VI - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VII - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VIII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Lynda Minckley, and the street address of the Company's initial registered office is 718 Margaret Square, Winter Park, Florida, 32789.

ARTICLE IX - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

ARTICLE X - Indemnification:

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

ARTICLE XI - Continuation of Business:

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Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon 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.

ARTICLE XII -- Dissolution:

A. Upon the dissolution of the Company, after paying or making provision for the payment of all of the liabilities of the Company, all of the assets of the Company shall be transferred to its parent entity, The Housing Authority of the City of Winter Park, or in a manner not inconsistent with the purposes of the Company, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Member shall determine.

B. Any assets not disposed of by the Company as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Company is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of this 9th day of June, 2004.

THE HOUSING AUTHORITY OF THE
CITY OF WINTER PARK

By:

Lynda Hinckley, Executive Director

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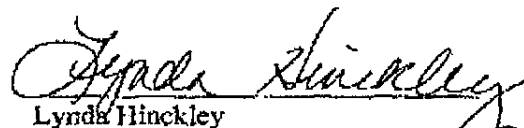
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Community Housing Alliance, L.L.C.
2. The name and address of the registered agent and office is:

Lynda Hinckley
718 Margaret Square
Winter Park, FL 32789

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 herby 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.


Lynda Hinckley

Dated this 8th day of June, 2004.

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