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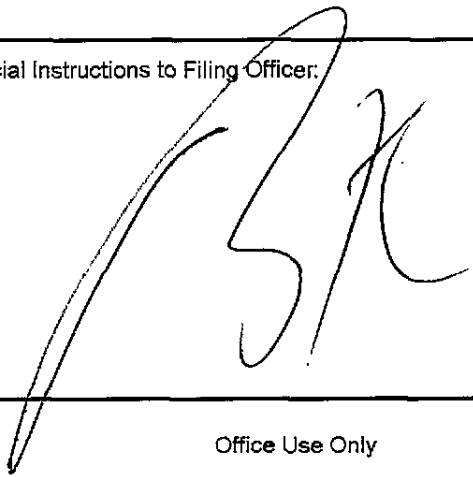
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 306786 7273646

AUTHORIZATION : *Patricia Pizute*

COST LIMIT : \$ 155.00

FILED  
05 APR 11 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : April 11, 2005

ORDER TIME : 2:57 PM

ORDER NO. : 306786-005

CUSTOMER NO: 7273646

CUSTOMER: Ms. Julie Freeman  
Provident Foundation, Inc.

2151 Quail Run Drive

Baton Rouge, LA 70808

DOMESTIC FILING

NAME: PHR MARINERS POINTE L.L.C.

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
PHR MARINERS POINTE L.L.C.**

The undersigned, acting pursuant to the Florida Limited Liability Company Act, Florida Statutes 608.401, et seq., adopts the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is **PHR Mariners Pointe L.L.C.**

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the limited liability company shall be 2151 Quail Run Drive, Baton Rouge, Louisiana 70808.

**ARTICLE III  
PURPOSE**

The Company is organized exclusively to further the stated charitable purposes of its sole member, Provident Housing Resources Inc., a California nonprofit public benefit corporation, through the purchase, acquisition, construction, development, ownership, management, operation, and maintenance of affordable multifamily housing projects for persons of very low, low, and moderate income. The Company shall pursue a broad range of activities, programs, and services that serve to relieve the poor and distressed by providing safe, decent, and sanitary housing for persons of very low, low and moderate income.

**ARTICLE IV  
TERM**

The term of the Company shall be fifty (50) years from the date of its formation under the Florida Limited Liability Company Act, if not terminated or dissolved prior thereto.

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**ARTICLE V  
PUBLIC BENEFIT**

No part of the net earnings of the Company shall inure to the benefit of or be distributable to any private persons other than the sole member. Upon dissolution of the Company, and after paying or making provision for the payment of all of the liabilities of the Company, the assets of the Company shall be distributed to its sole member; provided, however, the sole member is, at such time, an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. If not, then the assets of the Company shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at that time qualify as an exempt organization or exempt organizations under Section 501(c)(3) of the Code.

**ARTICLE VI  
MANAGEMENT**

The Company shall be member-managed.

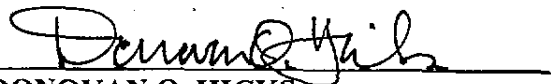
**ARTICLE VII  
RELIANCE ON CERTIFICATE**

Persons dealing with the Company may rely upon a certificate of any officers of Provident Housing Resources Inc., a California nonprofit public benefit corporation, the sole member of the Company, acting alone, to establish the membership of the sole member, the authenticity of any records of the Company, or the authority of any person to act on behalf of the Company.

**ARTICLE VIII  
REGISTERED AGENT**

The registered agent of the limited liability company shall be Corporation Service Company. The mailing address and street address of the registered agent shall be 1201 Hays Street, Tallahassee, Florida 32301.

**IN WITNESS WHEREOF**, I have signed these Articles of Organization and acknowledged them to be my act this 8<sup>th</sup> day of April 2005.



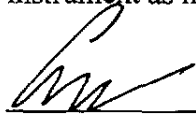
**DONOVAN O. HICKS**  
Senior Vice President & General Counsel  
Provident Housing Resources Inc.

**ACKNOWLEDGMENT**

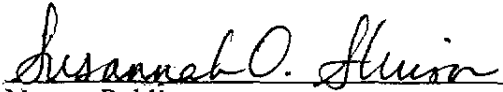
**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of April 2005 by **DONOVAN O. HICKS**, to me known to be the person who signed the foregoing Articles of Organization of PHR Mariners Pointe L.L.C., as Organizer, and who, having been duly sworn, acknowledged and declared, in the presence of the undersigned witness, that he signed such instrument as his free act and deed for the purposes mentioned therein.



\_\_\_\_\_  
Unofficial Witness



\_\_\_\_\_  
Notary Public

[seal]

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

PHR Mariners Pointe L.L.C.

2. The name and the Florida street address of the registered agent and office are:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

TALLAHASSEE

FL 32301

City/State/Zip

*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 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, Florida Statutes.*

*Carla Lohi*

(Signature)

**Carla Lohi  
Asst. Vice President**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)