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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

CMF LAFAYETTE PLAZA, LLC

FILED
2005 AUG 19 AM 8:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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**ARTICLES OF ORGANIZATION OF
CMF LAFAYETTE PLAZA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes 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 CMF Lafayette Plaza, 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 Company's sole member, The Carrie Meek Foundation, Inc., a Florida not-for-profit corporation ("CMF"), in connection with fostering, providing and maintaining low-income housing to low income families. The Company, in connection with furthering its stated purposes, shall limit its activities to (i) ownership, financing, management, leasing or operation 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 CMF and CMF'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).

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ARTICLE III.
ADDRESS

The mailing address and street address of the principal office of the Company is 6830 N.W. 28th Avenue, Miami, Florida 33147.

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>
Anthony Williams	780 Fisherman Street Suite 300 Opa Locka, FL 33054

ARTICLE V.
MEMBERS

- (a) The initial sole member of the Company is The Carrie Meek Foundation, Inc.
- (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 608.4237.

ARTICLE VI.
MANAGEMENT

The Company shall be a member-managed company. The Carrie Meek Foundation, Inc. shall be the sole manager.

ARTICLE VII.
TERM

The Company shall have perpetual existence.

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ARTICLE VIII.
DISSOLUTION

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 Carrie Meek Foundation, Inc. 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 IX.
NO PERSONAL LIABILITY

The members, 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 members, managers, officers, and agents and all of its former members, managers, officers and agents, to the fullest extent permitted by law.

ARTICLE X.
PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to any 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 XI.
AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members. 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.

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IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization for the foregoing uses and purposes as of the 19 day of August, 2005.

THE CARRIE MEEK FOUNDATION,
INC., a Florida not for profit corporation

By: Carrie P. Meek
Name: Carrie P. Meek
Title: President

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**ACCEPTANCE OF
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for CMF Lafayette Plaza, 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.


Anthony Williams, Registered Agent

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(813) 228-4800

August 19, 2005

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: CMF Lafayette Plaza, LLC

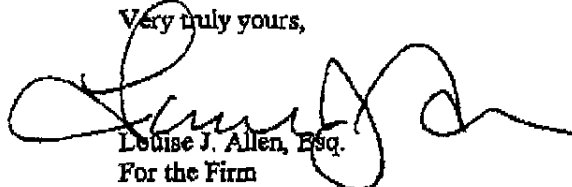
Dear Ladies and Gentlemen:

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.

The Carrie Meek Foundation, Inc. is the sole member of CMF Lafayette Plaza, LLC. The Carrie Meek Foundation, Inc. is a non profit Florida corporation qualified as a Section 501(c)(3) charitable organization. Thus, CMF Lafayette Plaza, LLC can only engage in the charitable activities which The Carrie Meek Foundation, Inc. is permitted to perform. I hope this helps clarify why we need to limit the purpose section of the Articles of Organization of CMF Lafayette Plaza, 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

YAW-CORP/LIA/34877.090/Letter to SOC re Billing Articles.wpd

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301.7701-3(b)(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.

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