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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

AHF-Bay Fund, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is:

AHF-Bay Fund, LLC**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:c/o Atlantic Housing Foundation, Inc.210 East Broadway, Suite 112Grapevine, Texas 76051**Mailing Address:**Same as principal office address**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

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

CT Corporation System

Name

1209 South Pine Island RoadFlorida street address (P.O. Box ~~NOT~~ acceptable)Plantation, Florida 33324

City, State, and 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, F.S.

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Carol Record

Registered Agent's Signature

Carol Record

Assistant Secretary

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" - Manager

"MGRM" - Managing Member

Name and Address:MGRMAtlantic Housing Foundation, Inc.210 Park Boulevard, Suite 112Odessa, Texas 76851N/AN/AN/AN/AN/AN/A

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.**REQUIRED SIGNATURE:**

Signature of a member or an authorized representative of a member.

(In accordance with section 608.489(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Craig ThomasAuthorized Representative

Typed or printed name of signer

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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