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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

AHDC Colonial Square, LLC

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF ORGANIZATION OF
AHDC COLONIAL SQUARE, LLC****ARTICLE I
NAME**

The name of the Limited Liability Company is AHDC Colonial Square, LLC (the "Company").

**ARTICLE II
PURPOSE**

The purpose 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 Affordable Housing Development Corp, a Florida not-for-profit corporation ("AHDC" or "Member"), in connection with providing housing to low and moderately low income families. The Company shall transact 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 AHDC and AHDC's not-for-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

**ARTICLE III
ADDRESS**

The street address and mailing address of the Company is P.O. Box 8878, Coral Springs, FL 33075.

**ARTICLE IV
REGISTERED AGENT**

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

Barry A. Eisenson, Esq.
4953 Coconut Creek Parkway
Coconut Creek, FL 33063

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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.


Registered Agent Signature

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ARTICLE V MEMBERS

(a) The initial sole member of the Company is Affordable Housing Development Corp., a Florida not-for-profit corporation.

(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 is to be a manager managed company.

ARTICLE VII TERM

The Company shall have perpetual existence.

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 Member 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 purposes.

ARTICLE IX NO PERSONAL LIABILITY

The 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 managers, officers, and agents and all of its former 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 its officers, other 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.

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ARTICLE XI
AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members and in compliance with the other limitations in these Articles of Organization.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 5th day of December, 2005.


Vito DiFronzo
Authorized Representative of Member

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