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LIMITED LIABILITY COMPANY

MERRYPLACE DEVELOPMENT, LLC

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**ARTICLES OF ORGANIZATION
OF
MERRYPLACE DEVELOPMENT, LLC**

The undersigned subscribes to these Articles of Organization to form a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I

The name of this limited liability company shall be MerryPlace Development, LLC.

ARTICLE II

This limited liability company is organized to engage in community development activities, including without limitation the acquisition, development, ownership, rehabilitation, management, leasing, and operation of multi family housing and development and sale of single-family housing, and any and all other lawful activity or business.

ARTICLE III

The existence of this limited liability company shall begin on the date of the filing of these Articles of Organization. The company's existence shall be perpetual.

ARTICLE IV

The principal office address of the limited liability company shall be 101 S. Tryon Street, NC1-002-18-02, Charlotte, North Carolina 28255, and the mailing address of the limited liability company shall be 101 S. Tryon Street, NC1-002-18-02, Charlotte, North Carolina, 28255. The members of the limited liability company may, from time to time, move the principal office and/or mailing address to other addresses.

ARTICLE V

The name and address of the registered agent for service of process on the limited liability company is CT Corporation System, 1200 S. Pine Island Road, Plantation, FL, 33324.

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ARTICLE VI

The existing members of this company may admit additional members upon the unanimous consent of the then-existing members.

ARTICLE VII

This limited liability company shall be dissolved in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of this limited liability company, or the occurrence of any other event which terminates the membership of a member of this limited liability company unless all the then-remaining members vote in writing to continue the existence of the company.

ARTICLE VIII

This Company is manager-managed. The business of this limited liability company shall be conducted, carried on, and managed by a manager acting pursuant to Chapter 608, Florida Statutes, and pursuant to the Operating Agreement of this limited liability company. The name and address of the initial manager, who shall serve until its successor is elected in accordance with the Operating Agreement of the limited liability company, is: Banc of America Community Development Corporation, at 101 S. Tryon Street, NC1-002-18-02, Charlotte, North Carolina 28255.

IN WITNESS WHEREOF, the undersigned officer of Banc of America Community Development Corporation has executed these Articles of Organization this 5th day of December, 2005.


Name: Elon Metayer
Title: Senior Vice President

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such a position.

CT Corporation, Registered Agent

By: Connie Bryan **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY

Dated: December 6, 2005

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