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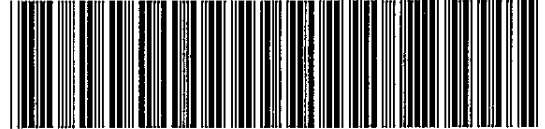
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Riverwalk Acquisitions, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☒ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF ORGANIZATION OF
RIVERWALK ACQUISITION, 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 RIVERWALK ACQUISITION, LLC (the "Company").

ARTICLE II

PURPOSE

(a) The Company is not formed for pecuniary profit or financial gain. The Company is irrevocably dedicated to and operated exclusively for non-profit purposes. 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 Carrfour Supportive Housing, Inc., a Florida not-for-profit corporation ("Carrfour" or "Member"), in connection with the fostering of low income housing to low and moderate income families. The Company, in connection with furthering its stated purposes, shall limit its activities to (i) acquisition, financing, rehabilitation, management, leasing, operation and sale 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 Carrfour and Carrfour'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
BUSINESS ADDRESS

The address of the principal office of the Company is 155 South Miami Avenue, Suite 1150, Miami, Florida 33131.

ARTICLE IV
MAILING ADDRESS

The mailing address of the Company is 155 South Miami Avenue, Suite 1150, Miami, Florida 33131.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered agent of the Company in the State of Florida is:

Gary J. Cohen
201 S. Biscayne Blvd., Suite 1500
Miami, FL 33131

ARTICLE VI
MEMBERS

(a) The initial sole member of the Company (the "Member") is Carrfour Supportive Housing, Inc., a Florida non-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 VII
MANAGEMENT COMMITTEE

The Company is to be managed by its Member and, therefore, is a member-managed company.

ARTICLE VIII

TERM

The Company shall have perpetual existence.

ARTICLE IX

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 organizations 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 X

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 XI

PROHIBITION AGAINST PRIVATE BENEFIT

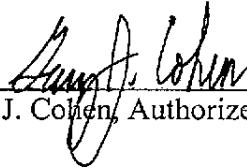
No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its members, officers, other private persons or for-profit corporations, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II herein.

ARTICLE XII

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. No member shall be obligated to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

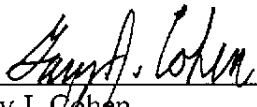
IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 28th day of December, 2005.



Gary J. Cohen, Authorized Representative

**ACCEPTANCE BY
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for RIVERWALK ACQUISITION, LLC at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.



Gary J. Cohen