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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MTZ Madison LLC

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**ARTICLES OF ORGANIZATION OF
MTZ MADISON 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 MTZ Madison 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, Mt. Zion Developments, Inc., a Florida not-for-profit corporation ("Mt. Zion"), 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 Mt. Zion and Mt. Zion'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 N.W. 9th Street, Miami, Florida 33136.

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>
Mt. Zion Developments, Inc	301 Northwest 9 th Street Miami, Florida 33136

ARTICLE V.
MEMBERS

- (a) The initial sole member of the Company is Mt. Zion Developments, 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.

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 Mt. Zion Developments, 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 1st day of June, 2006.

MT. ZION DEVELOPMENTS, Inc.
Florida not-for-profit corporation

By:

Name: Ralph M. [Signature]
Title: President

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**ACCEPTANCE OF
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for MTZ Madison 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.

MT. ZION DEVELOPMENTS, INC. a
Florida not-for-profit corporation

By: *Ralph M. Ross*Name: *Ralph M. Ross*Title: *President*

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