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FLORIDA/FOREIGN LIMITED LIABILITY CO.

AHG Housing Investors, LLC

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ARTICLES OF ORGANIZATION

OF

AHG Housing Investors, LLC

The undersigned Organizers/Organizing Members to these Articles of Organization, hereby form a limited liability company under the laws of the State of Florida and Chapter 608 of the Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company shall be **AHG Housing Investors, LLC**, a Florida limited liability company.

ARTICLE II - DURATION

The period of the limited liability company's existence shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE OF COMPANY

The mailing address and the street address of the principal office of the principal office of the limited liability company shall be 1551 Sandspur Road, Maitland, Florida 32751.

ARTICLE IV - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and street address of the initial registered agent in the state of Florida for the limited liability company shall be:

Carol Hensal
1551 Sandspur Road
Maitland, FL 32751
Phone: 407-691-5600

ARTICLE V - NATURE OF BUSINESS

This limited liability company may engage in or transact any and all lawful activities or business permitted under Chapter 608 of the Florida Statutes, the laws of the United States, the State of Florida, or any other state, county, territory or nation.

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ARTICLE VI - RIGHTS OF MEMBERS TO ADMIT ADDITIONAL MEMBERS

The Managers of this limited liability company have the right to admit additional members to the limited liability company in their sole discretion, upon the unanimous consent of the Managers of this limited liability company.

ARTICLE VII**RIGHT TO CONTINUE BUSINESS OF THE LIMITED LIABILITY COMPANY UPON THE DEATH, RETIREMENT, RESIGNATION, EXPULSION, BANKRUPTCY OR DISSOLUTION OF A MEMBER OR THE OCCURRENCE OF ANY OTHER EVENT WHICH TERMINATED THE CONTINUED MEMBERSHIP OF A MEMBER IN THE LIMITED LIABILITY COMPANY**

A. Right of Substitution. The right of a Member to substitute an assignee as contributor in his or her place, and the terms and conditions of the substitution are as follows:

1. A fully executed and acknowledged written instrument of assignment must be filed with the Managers setting forth the intention of the assignor that the assignee become a Member in his or her place;

2. The assignor and the assignee must execute and acknowledge such other instruments as the Managers may deem necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of the Articles of Organization and a written opinion of counsel that the assignment does not violate any provision of federal, state or local law, ordinance, rule or code section, or any provision of the Articles of Organization;

3. A reasonable transfer fee shall have been paid to the limited liability company; and

4. The written consent of the Managers to the substitution must be obtained, the denial of which is in the sole and absolute discretion of the Managers.

B. Admission of Additional Members. The Managers of this limited liability company have the right to admit additional Members in their sole discretion.

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C. Termination of Membership of a Member. The membership of a Member in this limited liability company may only be terminated upon the occurrence of any of the following events: death, retirement, resignation, expulsion by unanimous consent of the remaining Members of the limited liability company, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member of this limited liability company. Upon the termination of a Member's membership in this limited liability company, the Organization shall, within 120 days following such termination, pay the fair market value of the terminated Member's interest in the limited liability company, to the Member, the Member's successors, heirs and/or assigns, as the case may be.

D. Right to Continue Business. All of the remaining Members of this limited liability company may elect to continue the business of this limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member of this limited liability company, upon the vote of a majority of the remaining Members of this limited liability company.

ARTICLE VIII - MANAGERS OR MANAGING MEMBERS

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

Name	Address
AHG Group, LLC, Managing Member	1551 Sandspur Road Maitland, FL 32751
Bluerock Investment Management, LLC, Member	1800 Via Tuscany Winter Park, Florida 32789

The Managers shall serve as the managers of the limited liability company until the first annual meeting of the members or until their successors are elected and qualify.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 4 day of Sept, 2006

ORGANIZING MEMBERS:

Gene Harris
Print Name: Gene Harris

STATE OF FLORIDA
COUNTY OF ORANGE

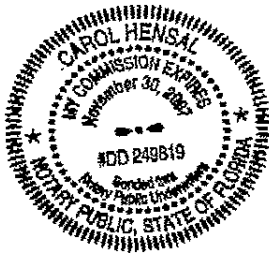
Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 14 day of Sept, 2006 by Gene Harris who did not take an oath.

Check One:

- ☒ He/she is personally known to me; or
☐ He/she has produced _____ as identification.

Carol Hensal
NOTARY PUBLIC

(typed, printed or stamped name of Notary)
My Commission Expires:



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DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, Chapter 608 of the Florida Statutes. **AHG Housing Investors, LLC**, a Florida limited liability company, organizing under the laws of the State of Florida, has named Carol Hensal whose address is 1551 Sandspur Road, Maitland, Florida 32751, as its Agent to accept service of process within this State.

ACCEPTANCE:

I, Carol Hensal, agree to act as the Registered Agent of **AHG Housing Investors, LLC**, a Florida limited liability company, and I agree to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I am familiar with, and accept the obligations of the position of Registered Agent of **AHG Housing Investors, LLC**, a Florida limited liability company.



Print Name: Carol Hensal

1551 Sandspur Road

Maitland, Florida 32751

(Phone) 407-691-5600

(Fax) 407-691-5620

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