

L06000114653

Division of Corporations

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THE COVE ON CONWAY LP PARTNERS, L.L.C.

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April 6, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BROAD AND CASSEL (ORLANDO)

SUBJECT: THE COVE ON CONWAY LP PARTNERS, L.L.C.
REF: L06000114653

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

THE COVE ON CONWAY LP PARTNERS, L.L.C.

THE COVE ON CONWAY LP PARTNERS, L.L.C., the original Articles of Organization for which were filed with the Florida Department of State on November 30, 2006, does hereby amend and restate its Articles of Organization, in accordance with Section 608.411 of the Florida Statutes to read as follows:

ARTICLE I - Name:

The name of the limited liability company is ROSEWOOD PLACE MANAGERS, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 329 N. Park Avenue, Suite 300, Winter Park, FL 32789.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved by the Members of the Company.

ARTICLE IV - Management:

The Company is to be managed by Managers, except as provided in the Operating Agreement, and the names and addresses of the Managers are:

<u>Name</u>	<u>Address</u>
Paul M. Missigman	329 N. Park Avenue, Suite 300 Winter Park, FL 32789
Jay P. Brock	329 N. Park Avenue, Suite 300 Winter Park, FL 32789
Tricia Doody	329 N. Park Avenue, Suite 300 Winter Park, FL 32789

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ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VI - Adoption of Operating Agreement

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Registered Agent and Office:

The registered agent for the Company is B&C Corporate Services of Central Florida, Inc., and the street address of the Company's registered office is 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles or Organization, which amendment shall only be effectuated by the unanimous written approval of the Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

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ARTICLE X - Continuation of Business

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, 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.

IN WITNESS WHEREOF, the undersigned Members have executed these Amended and Restated Articles of Organization as of this 1st day of April, 2007.

MEMBERS:

FLORIDA CIS HOUSING ADVISORS, L.P., a Florida limited partnership.

By: Florida CIS Housing Advisors, L.L.C., a Florida limited liability company, its general partner

By: 
Michael J. Sciarrino, Manager


Paul M. Missignat

W. Scott Culp

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is ROSEWOOD PLACE MANAGERS, L.L.C.
- 2. The name and address of the registered agent and office is:
 B&C Corporate Services of Central Florida, Inc.
 390 North Orange Avenue, Suite 1400
 Orlando, Florida 32801

Having been named as registered agent for ROSEWOOD PLACE MANAGERS, L.L.C., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 608, Florida Statutes.

B&C Corporate Services of Central Florida, Inc.

By: 
 Name: Janice C. Myers
 Title: Vice President

Dated this 4th day of April, 2007.

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