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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

**CHC Marina Bay, LLC**  
(Present Name)  
(A Florida Limited Liability Company)

**FIRST:** The Articles of Organization were filed on December 6, 2006 and assigned document number L06000116724:

**SECOND:** This amendment is submitted to amend the following:

Article V is hereby amended and restated as follows:

**ARTICLE V  
NON-PROFIT SOLE MEMBER**

The sole purpose of the Company is to own an interest in Marina Clinton Associates, Ltd. which owns and operates a 192 unit multifamily apartment complex located in the City of Lantana, Palm Beach County, Florida (the "Property"), decent affordable housing for rent to low- and moderate-income families and in furtherance of the charitable purpose of Community Housing Corporation of America, Inc., a Delaware nonprofit corporation and sole member of the Company (the "Sole Member"). The Company shall engage only in activities permitted to be engaged in by a "community housing development organization" and which are consistent with the status of its Sole Member as a nonprofit corporation whose income is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue law) (the "Code"). The Company shall not engage in any activity which is unrelated to the foregoing.

Under no circumstances shall the Company distribute any of its net revenue or earnings (i) to any person or organization other than its Sole Member, or (ii) for a purpose for which its Sole Member may not expend funds. The Company shall not pay compensation to any person or organization in excess of fair and reasonable sums for salary or services received, nor shall any of the Company's revenues be paid or applied in any manner which would constitute private inurement under Section 501(c)(3) of the Internal Revenue Code. Upon dissolution, all assets of the Company, net of then-existing liabilities, shall be transferred to the Sole Member of the company.

Dated: March 9, 2007.



Signature of a member or authorized representative of a member

Susan M. Landwehr

Typed or printed name of signer

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