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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CHC Venice Cove, LLC

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**ARTICLES OF ORGANIZATION
OF
CHC VENICE COVE, LLC**

ARTICLE I

NAME

The name of the Limited Liability Company is **CHC Venice Cove, LLC.**

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

161 St. Anthony Avenue, Suite 820
St. Paul, MN 55103

Mailing Address:

161 St. Anthony Avenue, Suite 820
St. Paul, MN 55103

ARTICLE III

**REGISTERED AGENT, REGISTERED OFFICE AND
REGISTERED AGENT'S SIGNATURE**

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

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointments 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 as provided for in Chapter 608, F.S.



Registered Agent's Signature (Required)

Michele Miller
Assistant Secretary

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ARTICLE IV

MANAGER'S OR MANAGING MEMBER(S)

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

<u>Title</u>	<u>Name and Address</u>
Manager	Susan M. Landwehr 161 St. Anthony Avenue, Suite 820 St. Paul, MN 55103
Manager	Norman "Happy" Nelson, Jr. 905 Creekdale Drive Richardson, TX 75080
Manager	James Montez 801 Nicollet Mall, Suite 1825 Minneapolis, MN 55402
Manager	Richard Martin 1/2 Battle Creek Road St. Paul, MN 55119

ARTICLE V

NON-PROFIT SOLE MEMBER

The sole purpose of the Company is to own a general partnership interest in Venice Partners, Ltd. which owns and operates a 150 unit multifamily apartment complex located in Broward 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.

REQUIRED SIGNATURE:

Susan M Landwehr

Signature of a member or an authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Susan M Landwehr

Typed or printed name of signee

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