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PORGES HAMLIN KNOWLES AND PROUTY

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ALLIANT-POPLAR GROVE TAX CREDIT FUND, LLC

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ARTICLES OF ORGANIZATION
OF
ALLIANT-POPLAR GROVE TAX CREDIT FUND, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, as amended, does hereby adopt the following Articles of Organization for such company:

ARTICLE I. NAME

The name of this company shall be ALLIANT-POPLAR GROVE TAX CREDIT FUND, LLC; and shall be referred to herein as "the Company" or "this Company."

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address and the street address for the Company is 340 Royal Poinciana Way, Suite 305, Palm Beach, Florida 33480.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this Company is as follows:

Curtis D. Hamlin, Esq.
Porges, Hamlin, Knowles, Prouty, Thompson & Najmy, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205

ARTICLE IV. MANAGEMENT OF COMPANY

This Company shall be a Member-managed Company.

Curtis D. Hamlin, Esq.
Fla. Bar No. 0237922
Porges, Hamlin, Knowles, Prouty,
Thompson & Najmy, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205
(941)748-3770

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ARTICLE V. INDEMNIFICATION

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This Company shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as the authorized representative of the Company, has signed these Articles of Organization on this 13 day of December, 2006.


Curtis D. Hamlin, Authorized Agent

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.

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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 as provided in Chapter 608, F.S.


Curtis D. Hamlin

STATE OF FLORIDA
COUNTY OF MANATEE

On December 13, 2006, Curtis D. Hamlin, designated above as the individual who shall serve as this company's Registered Agent, who is personally known to me and who did take an oath personally appeared before me and signed these Articles of Organization.


Notary Public, State of Florida



Eleanor L. Carles
MY COMMISSION # 00582834 EXPIRES
June 24, 2008
BONDED THROUGH TARM INSURANCE, INC.

Curtis D. Hamlin, Esq.
Fla. Bar No. 0237922
Porges, Hamlin, Knowles, Prouty,
Thompson & Nalmy, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205
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