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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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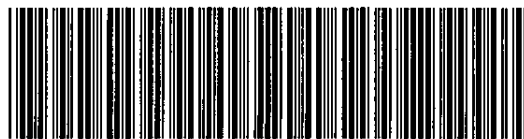
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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ALLIANT TAX CREDIT XXVIII, LLC a Florida limited liability company  
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

LINDA K. VANDER VEEN

(Contact Person)

PORGES, HAMLIN, KNOWLES, PROUTY, THOMPSON & NAJMY, P.A.

(Firm/Company)

1205 MANATEE AVENUE WEST

(Address)

BRADENTON, FLORIDA 34205

(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

MICHAEL SMITH

at ( 941 ) 748-3770

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees  
( \$25 for Conversion  
& \$125 for Articles  
of Organization )

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☐ \$180.00 Filing Fees  
and Certified Copy

☐ \$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FAX AUDIT NO.:

CERTIFICATE OF CONVERSION  
OF  
**ALLIANT TAX CREDIT XXVIII, INC.**, a Florida corporation,  
into  
**ALLIANT TAX CREDIT XXVIII, LLC** a Florida limited liability company

This CERTIFICATE OF CONVERSION of **ALLIANT TAX CREDIT XXVIII, Inc.**, a Florida corporation ("OLD") (Document No. **P03000136884**) into **ALLIANT TAX CREDIT XXVIII, LLC**, a Florida limited liability company ("NEW") is intended to comply with the Florida Limited Liability Company Act and the Florida Business Corporation Act; however, the Certificate of Conversion will be filed under the Florida Limited Liability Company Act.

Under §608.439 of the Florida Limited Liability Company Act and §607.1113 of the Florida Business Corporation Act, OLD and NEW adopt the following Certificate of Conversion (the "Conversion").

1. OLD was first incorporated by the filing of Articles of Incorporation with the State of Florida on **November 20, 2003**.
2. OLD is being converted into NEW in compliance with the Florida Limited Liability Company Act and the Florida Business Corporation Act.
3. The Articles of Organization for New are attached as Exhibit A and incorporated by reference as if fully set forth herein.
4. The Conversion and Plan of Conversion, from OLD into NEW, were approved by OLD on December 1, 2007 in accordance with the applicable provisions of the Florida Limited Liability Company Act and Florida Business Corporation Act, respectively.
5. The Conversion and Plan of Conversion, from OLD into NEW, were approved by the written consent of the sole shareholder of OLD on December 1, 2007 in accordance with the applicable provisions of the Florida Limited Liability Company Act and Florida Business Corporation Act, respectively.
6. Under §608.439(3)(d) of the Florida Limited Liability Company Act and §607.1113(1)(c) of the Florida Business Corporation Act, the effective date and time of the Conversion and Plan of Conversion shall be on January 1, 2008 at 12:00:00 a.m. EST.

PREPARED BY:

Curtis D. Hamlin, Esq.

Bar #0237922

Porges, Hamlin, Knowles, Prouty,

Thompson & Najmy, P.A.

1205 Manatee Avenue West

Bradenton, Florida 34205

(941) 748-3770

FAX AUDIT NO.:


FAX AUDIT NO.:

1. The address of NEW shall be 340 Royal Poinciana Way, Suite 305, Palm Beach, Florida 33480.
2. Under the Plan of Conversion, all issued and outstanding shares of common stock of OLD will be acquired by means of a conversion of shares of common stock of OLD into a 100% membership interest in NEW with NEW being the surviving entity. This statement is made to comply with §607.1113(1)(f) of the Florida Business Corporation Act

IN WITNESS WHEREOF, the parties have set their hands hereto as of the 1st day of December, 2007.

**OLD:**

**ALLIANT TAX CREDIT XXVIII, INC.,**  
a Florida corporation


By:   
Shawn Horwitz, as its President

**NEW:**

**ALLIANT TAX CREDIT XXVIII, LLC,** a  
Florida limited liability company

By: ALLIANT CAPITAL, LTD., a Florida  
limited partnership, as its sole Member

By: ALLIANT, INC., a Florida corporation,  
as its General Partner

By:   
Shawn Horwitz, as its President

PREPARED BY:  
Curtis D. Hamlin, Esq.  
Bar #0237922  
Porges, Hamlin, Knowles, Prouty,  
Thompson & Najmy, P.A.  
1205 Manatee Avenue West  
Bradenton, Florida 34205  
(941) 748-3770

FAX AUDIT NO.:

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**EXHIBIT A**

**ARTICLES OF ORGANIZATION**

The Articles of Organization are attached.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PREPARED BY:

Curtis D. Hamlin, Esq.

Bar #0237922

Porges, Hamlin, Knowles, Prouty,

Thompson & Najmy, P.A.

1205 Manatee Avenue West

Bradenton, Florida 34205

(941) 748-3770

FAX AUDIT NO.:

ARTICLES OF ORGANIZATION  
OF  
ALLIANT TAX CREDIT XXVIII, 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 TAX CREDIT XXVIII, 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

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TALLAHASSEE, FLORIDA

ARTICLE IV. MANAGEMENT OF COMPANY

This Company shall be a Member-managed Company.

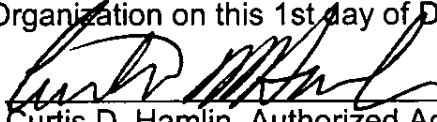
ARTICLE V. DELAYED EFFECTIVE DATE AND TIME

These Articles of Organization shall become effective and the Company shall come into existence on January 1, 2008 at 12:00:00 a.m. EST.

ARTICLE VI. INDEMNIFICATION

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 1st day of December, 2007.

  
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.

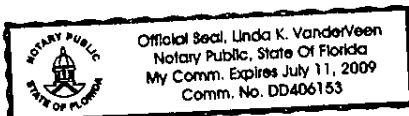
ACCEPTANCE BY REGISTERED AGENT

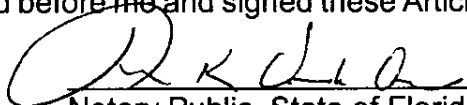
Having been named as Registered Agent and to accept service of process for the above stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete 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 1, 2007, 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

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