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POINCIANA ROYALE, LLC

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T. HAMPTON
MAR 13 2008
EXAMINER

AMENDED & RESTATED ARTICLES OF ORGANIZATION OF POINCIANA ROYALE, LLC

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, Poinciana Royale, LLC, a Florida limited liability company, whose Articles of Organization were filed with the Florida Secretary of State on February 15, 2008, under Document number L08000016745, adopts the following amended and restated articles of organization:

ARTICLE I - NAME

The name of the limited liability company is Poinciana Royale, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 1434 Kennedy Drive, Key West, Florida 33040.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

Name	Address
Robert G. Walker	1434 Kennedy Drive Key West, FL 33040

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ARTICLE V - PURPOSE

(a) The Company is not formed for pecuniary or financial gain. The Company is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Company is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) (the "Code"). Furthermore, the purposes for which the Company is organized are to be exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Company's sole member, AIDS Help, Inc., a

Florida not-for-profit corporation ("AHI"), in connection with providing and maintaining low-income housing to low and moderate income families. The Company, in connection with furthering its stated purposes, shall limit its activities to (i) the direct or indirect ownership, financing, management, leasing or operation of affordable housing as permitted under applicable governmental regulations for subsidized financing of housing for low income individuals and consistent with and recognized as charitable by the Internal Revenue Service in Revenue Procedure 96032; and (ii) transacting any and all lawful business for which a limited liability company may be formed, provided, however, all of the same is undertaken solely in accordance with the purposes of AHI and AHI's not-for-profit status under Section 501(c)(3) of the Code.

(b) The Company shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on by entities exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE VI – MEMBERS

(a) The initial sole member of the Company is AIDS Help, Inc.

(b) A member of the Company shall not cease to be a member of the Company upon the occurrence of an event specified in Florida Statutes Section 608.4237.

ARTICLE VII – MANAGEMENT COMMITTEE

The Company shall be a manager-managed company. The Management Committee shall be appointed as provided in the Operating Agreement of the Company as in effect from time to time.

ARTICLE VIII – DISSOLUTION

Upon dissolution of the Company, the Member shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company by contribution exclusively to AIDS Help, Inc. or one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Code or to the federal, state or local government for exclusive public purpose.

ARTICLE IX – NO PERSONAL LIABILITY

The managers, officers and agents of the Company shall not be held personally liable or responsible for any contracts, debts or defaults of the Company while acting for or on behalf of the Company in any official and authorized capacity. The Company shall indemnify all of its managers, officers, and agents and all of its former managers, officers and agents, to the fullest extent permitted by law.

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ARTICLE X – PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its Managers, other private persons or for-profit corporations, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V herein.

ARTICLE XI – AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members. No member shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Amended and Restated Articles of Organization for the foregoing uses and purposes this 11th day of March, 2008.

AIDS HELP, INC., a Florida not-for-profit corporation

Name: Robert G. Walker
Title: Executive Director

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Poinciana Royale, LLC at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: March 11, 2008

Robert G. Walker, Registered Agent

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