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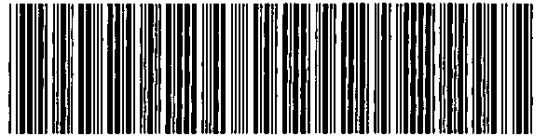
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B. KOHR
FEB 12 2009
EXAMINER

SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

09 FEB 11 AM 11:15

FILED

LAW OFFICES
McCLELLAND, JONES LYONS
LACEY & WILLIAMS, L.L.C.

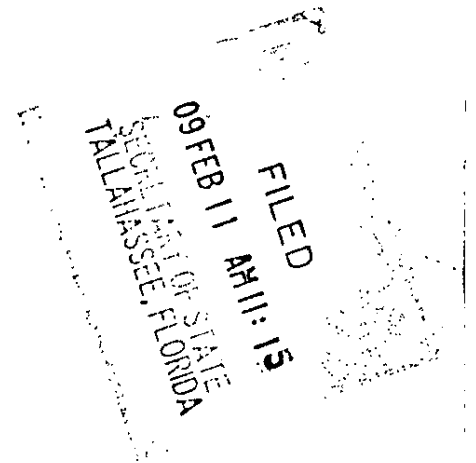
CLIFTON A. McCLELLAND, JR.
HARRY A. JONES
AARON D. LYONS
STEPHEN J. LACEY
TIMOTHY M. WILLIAMS

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TEL (321) 984-2700
FAX (321) 723-4092
CSMITH@MJLANDL.COM

February 6, 2009

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301



Re: Articles of Organization of **Greater Heights, L.L.C.**

Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Organization for the above-captioned Limited Liability Company, together with check in the sum of \$125.00 to cover your filing fees.

Please stamp the copy of the Articles of Organization with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Carol F. Smith".

Carol F. Smith, Paralegal to
Harry A. Jones, Esquire

Enclosures: As Noted

FILED
09 FEB 11 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF GREATER HEIGHTS, L.L.C.

The undersigned subscriber to these Articles of Organization and intending to form and create a Limited Liability Company pursuant to the statutes of the State of Florida, does hereby state and certify the following:

I.

The name of the Limited Liability Company shall be GREATER HEIGHTS, L.L.C.

II.

The purposes for which this Limited Liability Company is organized are:

(A) To plan, facilitate and implement the revitalization of impoverished residential neighborhoods in Brevard County, Florida;

(B) To own and operate low income and subsidized residential rental property for the benefit of eligible members of the general public;

(C) To provide representation and assistance to and as requested by its parent organization, The Brevard Neighborhood Development Coalition, Inc., a Florida not-for-profit corporation and Internal Revenue Code section 501(c)(3) tax exempt organization in the management of various exempt purpose programs for the benefit of the general public;

(D) To participate with other not-for-profit, governmental and public agencies in advancing public awareness of community development and low income housing issues; and

(E) To have all the other powers conferred upon limited liability companies formed under the laws of the State of Florida.

In furtherance of the foregoing purposes, this Limited Liability Company shall at all times operate under the direction and as a solely owned organization of its Member, The Brevard Neighborhood Development Coalition, Inc. and be responsible and fully accountable for the preservation and expenditure of any funds received for the purposes specified above.

III.

The street address of the Limited Liability Company and its principal office is: 1151 Masterson Street, Melbourne, Fl 32935.

IV.

The name and street address of the initial registered agent of the Limited Liability Company in the State of Florida is Lynn Brockwell-Carey, 1151 Masterson Street, Melbourne, Fl 32935.

V.

The Limited Liability Company shall be managed by its sole Member and the activities of the Limited Liability Company shall be conducted as a Member managed company in accordance with the terms of the Operating Agreement and Bylaws of the Limited Liability Company

VI.

The name and address of the Initial Member and Initial Manager of the Limited Liability Company is as follows:

Name	Address
The Brevard Neighborhood Development Coalition, Inc.	1151 Masterson Street Melbourne, Fl 32935

VII.

The Limited Liability Company shall exist and operate as a wholly owned entity of its sole Member, The Brevard Neighborhood Development Coalition, Inc., a Florida not-for-profit corporation and Internal Revenue Code 501(c)(3) tax exempt organization.

VIII.

This Limited Liability Company shall exist perpetually.

IX.

Each officer, director, employee and agent of the Limited Liability Company shall be entitled to indemnification and advancement of expenses by virtue of their acts on behalf of the Company and to the full extent provided under Florida law, as amended from time to time.

X.

Consistent with the not-for-profit status of its sole Member and the requirements of the Internal Revenue Code for the conduct of exempt organizations, the following additional requirements are provided in these Articles of Organization:

(A) This Company shall operate exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

(B) Notwithstanding any other provision of these Articles, this Company shall not carry on any other activities nor have purposes not permitted (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(C) In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this Company, voluntarily or involuntarily, or by operation of law, or upon amendment of these Articles of Organization:

(1) No part of the assets or net earnings of this Company shall inure to the benefit of or be distributed to its directors, officers, or other private persons having a personal or private interest in this Company, other than reimbursement of reasonable expenses rendered any person employed by this Company and incurred in carrying out the purposes set forth in Article II hereof.

(2) Except as expressly permitted and duly elected under the provisions of 501(h) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law), this Company shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the Legislature, or intervening in any political campaign on behalf of any candidate for

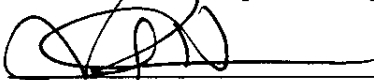
public office, or any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 509(a)(iii) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law).

(D) In the event of the disposition of any surplus or abandoned property of this Company, or upon dissolution, voluntary or otherwise, the assets of this Company shall not inure to the benefit of any private member or individual, but shall be transferred to The Brevard Neighborhood Development Coalition, Inc., a Florida not-for-profit corporation, or if not then in existence or not then a exempt organization under the provisions of section 501(c)(3) of the Internal Revenue Code, to such other publicly supported charitable organizations and/or governmental units as are then receiving or entitled to receive direct support from this Company pursuant to the purposes specified in Article II hereof and which shall have as its primary purpose those same responsibilities as specified in Article II hereof. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in Article II hereof and then qualified under the provisions of section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, in his respective capacity as President of The Brevard Neighborhood Development Coalition, Inc as sole initial Member and Manager for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto sets his hand and seal this 3rd day of FEBRUARY, 2009.

Initial Member:

The Brevard Neighborhood
Development Coalition, Inc.,
a Florida not-for-profit corporation

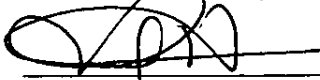


Vaughn D. Holeman

Title: President **BOARD OF DIRECTORS**

Initial Manager:

The Brevard Neighborhood
Development Coalition, Inc.
a Florida not-for-profit corporation




Vaughn D. Holeman

Title: President **BOARD OF DIRECTORS**

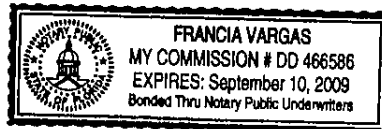
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared VAUGHN D. HOLEMAN known to me to be the person who executed the foregoing Articles of Organization as President of The Brevard Neighborhood Development Coalition, Inc., a Florida not-for-profit corporation and acknowledged before me that he executed the same with the authority of its Board of Directors for the purposes therein expressed, as Initial Member and Initial Manager.

WITNESS my hand and official seal this 3rd day of February, 2009.



Notary Public, State of Florida
My Commission Expires: 9/10/09



STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF

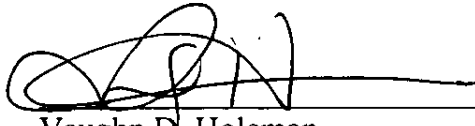
GREATER HEIGHTS, L.L.C.

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby files this statement of the designation and acceptance of the initial registered agent of the Limited Liability Company.

The street address of the initial registered office of this Limited Liability Company is 1151 Masterson Street, Melbourne, Fl 32935, and the name of the initial registered agent of this Limited Liability Company at that address is LYNN BROCKWELL-CAREY.

DATED this 3rd day of February, 2009.

The Brevard Neighborhood
Development Coalition, Inc., a
Florida not-for-profit corporation

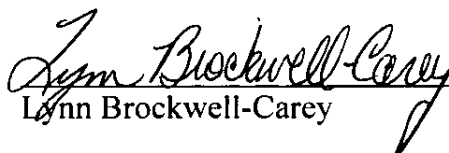


Vaughn D. Holeman

Title: President **BOARD OF DIRECTORS**

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of GREATER HEIGHTS, L.L.C., at the initial registered office of the Limited Liability Company at 1151 Masterson Street, Melbourne, Fl 32935.


Lynn Brockwell-Carey