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**AMENDMENT AND RESTATMENT OF
ARTICLES OF ORGANIZATION
OF GREATER HEIGHTS, L.L.C.**

The undersigned original subscriber to the Articles of Organization of Greater Heights, LLC and pursuant to the statutes of the State of Florida, does hereby amend and restate the Articles of Organization of this Limited Liability Company and certify the following:

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I.

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

II.

The Company is organized as a not for profit subsidiary of The Brevard Neighborhood Development Coalition, Inc., a Florida not for profit corporation and Internal Revenue Code section 501(c)(3) tax exempt organization who shall be its sole Member and sole Manager. The Company shall at all times operate exclusively to further the exempt and charitable purposes of The Brevard Neighborhood Development Coalition, Inc. and whose own purposes and activities and that of any other future Member(s) shall at all times be exempt from federal income tax under Section 501(c)(3) of the Code or by a Company, contributions to which are deductible under Section 170(c)(2) of the Code. Such exempt purposes and activities shall include:

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

(B) To construct 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

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In furtherance of the foregoing purposes, this Limited Liability Company shall at all times operate under the direction and exclusively 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 exempt 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 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. The only permitted Members of the Company shall be Section 501(c)(3) organizations or governmental units or wholly owned instrumentalities of a state or political subdivision thereof ("governmental units or instrumentalities") and the admission of any future

Member or transfer of membership interest or control directly or indirectly to any entity that is not a Section 501(c)(3) organization or governmental unit or wholly owned instrumentality of a state or political subdivision thereof is expressly prohibited.

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 a 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

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expenses rendered by any person employed by this Company and incurred in carrying out the purposes set forth in Article II hereof or in exchange for fair market value.

(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).

(3) The Company is further expressly prohibited from merging with, or converting into, any form of for profit entity.

(4) The Company is prohibited from making any distribution of assets to any Member who ceases to an exempt organization described in Section 501(c)(3).

(5) It shall be the duty of The Brevard Neighborhood Development Coalition, Inc. and any other exempt organization(s) holding a membership interest in the Company to expeditiously and vigorously enforce all of their rights in and the requirements of these Bylaws and pursue all legal and equitable remedies to protect their interest and the exempt status of the Company.

(D) In the event The Brevard Neighborhood Development Coalition, Inc. as the current sole Member or any permitted successor Member ceases to an exempt organization described in Section 501(c)(3), the membership interests in the Company shall automatically vest and transfer solely to any remaining Member(s) who then qualify, or in the absence of any remaining exempt organizations, the Company shall proceed with dissolution in accordance with Article X, section (F) of these Articles.

(E) 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.

XI

The Company shall not adopt any amendment to these Articles of Organization or the separate Operating Agreement and Bylaws of the Company inconsistent with any then applicable state or federal laws governing exempt Section 501(c)(3) organizations or the separate Bylaws of The Brevard Neighborhood Development Coalition, Inc..

IN WITNESS WHEREOF, the undersigned, in its respective capacity set forth below of The Brevard Neighborhood Development Coalition, Inc as sole Member and Manager for the purpose of amending and restating the Articles of Organization of this Limited Liability Company under the laws of the State of Florida, does make and file those Amended and Restated Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto sets its hand and seal this 8th day of February, 2011.

Member:

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

John Willison
Print Name: John Willison
Title: President

Manager:

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

John Willison
Print Name: John Willison
Title: President

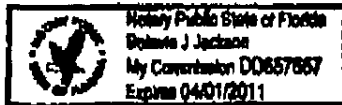
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STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared William John 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 8th day of February, 2011.



Dolores J. Jackson
Notary Public, State of Florida
My Commission Expires:

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**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 8th day of February, 2011.

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

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John Willison
Print Name: John Willison
Title: President

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
Lynn Brockwell-Carey