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TALLAHASSEE, FLORIDA

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C. LEWIS

APR 20 2009

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Reliance-Scott Carver, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Diana Bazile
(Name of Person)

Reliance-Scott Carver, LLC
(Firm/Company)

805 East Broward Blvd, Suite 200
(Address)

Ft. Lauderdale, FL 33301
(City/State and Zip Code)

For further information concerning this matter, please call:

Diana Bazile, Legal & Contracts Manager at (954) 927-4545 Ext. 235
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$25.00 Filing Fee ☐ \$30.00 Filing Fee & Certificate of Status ☒ \$55.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

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

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



Non-profit Affordable Housing Development

April 16, 2009

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Reliance - Scott Carver, LLC

Dear Sir/Madam:

Attached is a copy of Treasury Regulations Section 301.7701-3(b)(1)(ii) which states that a Limited Liability Company with one member is disregarded as an entity separate from its Member for federal income tax purposes. The effect of the Treasury Regulation is that the activities of the Limited Liability Company are deemed for federal income tax purposes to be the activities of its sole Member. A 501(c)(3) charitable organization is only permitted to perform charitable activities. Thus, a Limited Liability Company whose sole Member is a 501(c)(3) charitable organization can only engage in the charitable activities which its sole Member is permitted to perform.

Reliance Housing Foundation, Inc. is the sole member of Reliance - Scott Carver, LLC. Reliance Housing Foundation, Inc. is a non profit Florida corporation qualified as a Section 501(c)(3) charitable organization. Thus, Reliance - Scott Carver, LLC can only engage in the charitable activities which Reliance Housing Foundation, Inc. is permitted to perform. I hope this helps clarify why we need to limit the purpose section of the Articles of Organization of Reliance - Scott Carver, LLC whose sole Member is a 501(c)(3) charitable organization. Please call me with any questions or suggestions.

Thank you in advance for your assistance with this matter.

Very truly yours,

Diana Bazile
Legal and Contracts Manager

Encl:// as stated

301.7701-3(b)(1) Domestic Eligible Entities.

Except as provided in paragraph (b)(3) of this section, unless the entity elects otherwise, a domestic eligible entity is-

- (i) A partnership if it has two or more members; or
- (ii) Disregarded as an entity separate from its owner if it has a single owner.

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
RELIANCE – SCOTT CARVER, LLC**

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2009 APR 17 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, as amended, hereby make and acknowledges and files the following Amended and Restated Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company is RELIANCE – SCOTT CARVER, LLC (the “Company”). The Articles of Organization were filed on April 08, 2009 and assigned Florida document number L09000034462.

**ARTICLE II
PURPOSE**

(a) The Company is not formed for pecuniary profit 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, Reliance Housing Foundation, Inc., a Florida not-for-profit corporation (“Reliance”), in connection with fostering, 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 96-32; 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 Reliance and Reliance’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 III
ADDRESS**

The mailing address and street address of the principal office of the Company is 805 East Broward Boulevard, Suite 200, Fort Lauderdale, Florida 33301.

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:

<u>Name</u>	<u>Address</u>
Robert O. Jackson	805 East Broward Boulevard, Suite 200 Fort Lauderdale, Florida 33301

ARTICLE V
MEMBERS

- (a) The initial sole member of the Company is Reliance Housing Foundation, 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 VI
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 VII
TERM

The Company shall have perpetual existence.

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 Reliance Housing Foundation, 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.

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 II 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 16TH day of April, 2009.

RELIANCE HOUSING FOUNDATION, INC.,
a Florida not-for-profit corporation

By: 
Name: ROBERT O. JACKSON
Title: President

**ACCEPTANCE OF
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for RELIANCE-SCOTT CARVER, LLC at the place designated in this certificate, 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.


Robert O. Jackson, Registered Agent

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