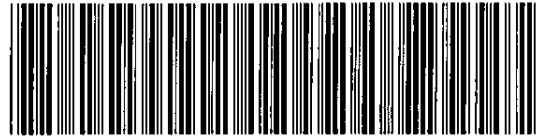


L090000039291



300145393133

04/23/09--01027--010 **160.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

FILED
09 APR 23 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR
APR 24 2009
EXAMINER

FILED
09 APR 23 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

AM HOUSING 2 GP, LLC

(a Florida limited liability company)

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

ARTICLE I

NAME

The name of this company is AM Housing 2 GP, LLC (the "Company").

ARTICLE II

PURPOSE

(a) The Company is not formed for pecuniary profit or financial gain. 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, Alonzo Mourning Charities, Inc., a corporation not for profit organized under the Florida Not For Profit Corporation Act (the "Managing Member"), 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) ownership, management, financing, 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) whether on its own or as a general partner of a limited partnership, transacting any and all lawful business for which a limited liability company may be organized, provided, however, all of the same is undertaken solely in accordance with the purposes of the Managing Member and the Managing Member'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 of Organization, the Company shall not carry on any activities not permitted to be carried on by organizations exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE III

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing and street address of the principal office of the Company is:

3109 Grand Avenue
PMB 447
Coconut Grove, Florida 33133

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

Allen Furst
3109 Grand Avenue
PMB 447
Coconut Grove, Florida 33133

ARTICLE IV

COMMENCEMENT

The Company shall commence on the date on which these Articles of Organization are filed with the Department of State of the State of Florida.

ARTICLE V

MEMBERS

The initial sole owner and member of the Company is Alonzo Mourning Charities, Inc. A member of the Company shall not cease to be a member of the Company upon the occurrence of any event specified in Florida Statutes Section 608.4237.

ARTICLE VI

MANAGEMENT

The Company shall be a member-managed company.

ARTICLE VII

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 distribution exclusively to the Managing Member or, in the event the Managing Member (i) is not an organization exempt from federal income tax under Section 501(c)(3) of the Code, (ii) has been dissolved, or (iii) has fully transferred or disposed of its membership interest in the Company, to one or more organizations which are 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 VIII

PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to any private persons or for-profit corporations or entities, 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.

ARTICLE IX

INDEMNIFICATION

The Company shall indemnify all of its officers, directors and incorporators, and all of its former officers, directors and incorporators, to the fullest extent permitted by law.

ARTICLE X

AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment thereto, and any right conferred upon the members is subject to this reservation.

(Signature page to follow)

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization to form and organize the Company for the foregoing uses and purposes as of the 23rd day of April, 2009.

ALONZO MOURNING CHARITIES, INC.,
a Florida not-for-profit corporation




Allen Furst, Treasurer

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, Allen Furst, who has been designated in the foregoing Articles of Organization as registered agent for the Company therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said Company, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of April 23rd, 2009.



Allen Furst