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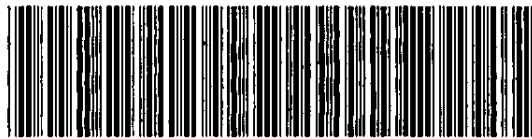
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JAN -4 2010

EXAMINER



LEGAL SERVICES OF GREATER MIAMI, INC.

Chesterfield Smith Center for Equal Justice
3000 Biscayne Boulevard, Suite 500 • Miami, FL 33137-4129
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resident

BENJAMIN L. REISS
ST Vice President

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ND Vice President

ARRETT J. BIONDO
reasurer

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ecretary

ARRELL PAYNE
mediate Past President

MARCIA K. CYPEN
xecutive Director

December 29, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

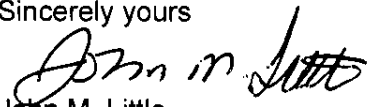
Re: MTZ Carver LLC

Dear Sir/Madam

Enclosed are the "Second Amended and Restated Articles of Organization" for the above referenced Florida limited liability company. Please accept this document for filing. Enclosed is a check in the amount of \$35.00 representing the required fee.

Please contact me if you need additional information.

Sincerely yours


John M. Little
Attorney at Law

cc: MTZ Carver LLC

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**Second Amended and Restated
ARTICLES OF ORGANIZATION**

MTZ Carver LLC

INTRODUCTION: The original Articles of Organization of MTZ Carver LLC (the "Company") were filed with the Florida Department of State on May 13, 2009 (Document Number L09000046927). Those original Articles of Organization were replaced with "Amended and Restated Articles of Organization" that were filed with the Florida Department of State on December 2, 2009. These "Second Amended and Restated Articles of Organization" are being duly executed and are being filed in accordance with section 608.411 of Florida Statutes and shall take effect on the date that they are filed with the Florida Department of State.

ARTICLE I - Company Name: The name of the Company is: MTZ Carver LLC.

ARTICLE II - Mailing Address: The mailing address of this Company is:

c/o Mt Zion Developments, Inc.
301 N.W. 9th St.
Miami, FL 33136

ARTICLE III - Street Address: The street address of the principal office of the Company

301 N.W. 9th St.
Miami, FL 33136

ARTICLE IV - Registered Agent: The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

John Little
Legal Services of Greater Miami, Inc.
3000 Biscayne Blvd., Ste 500
Miami, FL 33137

ARTICLE V - Purposes: The Company is organized exclusively for charitable and educational purposes. Notwithstanding any other provision of these Second Amended and Restated Articles of Organization, the Company shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI - 501(c)(3) Limitations

1. The Company is to be operated exclusively to further the charitable and educational purposes of its members. The Company's members at all times must be entities recognized as exempt under Section 501(c)(3) of the IRS Code or governmental units or wholly owned instrumentalities of a state or political subdivision thereof ("Permitted Member").

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2. Direct or indirect transfers of any membership interest in the Company are prohibited to a transferee other than a Permitted Member.

3. If a member of the Company ceases at any time to be a Permitted Member, the membership interest of the member in question must, within 90 days, be transferred to an entity recognized as exempt under section 501(c)(3) of the IRS Code.

4. The Company, interests in the Company (other than a membership interest), or its assets may only be availed of or transferred to (whether directly or indirectly) any nonmember other than a section 501(c)(3) organization or governmental unit or instrumentality in exchange for fair market value.

5. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its officers or other private persons, 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 its charitable and educational purposes.

6. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

7. Upon dissolution, all assets remaining after the payment of liabilities shall be distributed exclusively to exempt organizations or for exempt purposes under section 501(c)(3) of the Internal Revenue Code.

8. Any amendments to the articles of organization and operating agreement must be consistent with section 501(c)(3) of the IRS Code.

9. The Company is prohibited from merging with, or converting into, a for-profit entity.

10. The Company may not distribute any assets to members who cease to be organizations described in section 501(c)(3) or governmental units or instrumentalities unless the distribution is not made due to membership and is not "inurement" within the meaning of Section 501(c)(3) of the IRS Code.

11. The Company's exempt members will expeditiously and vigorously enforce all the rights in the Company and will pursue all legal and equitable remedies to protect their interests in the Company.

12. In the event this Company is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Company will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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b.) The Company will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Company will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Company will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Company will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII - No Personal Liability: The members, managers, officers and agents of the Company shall not be 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 or authorized capacity. The Company shall indemnify all of its members, managers, officers, and agents and all of its former managers, officers, and agents from such liability to the fullest extent permitted by law

ARTICLE VIII - Continuation of Business: Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

ARTICLE IX - Membership: Mt. Zion Developments, Inc., a Florida corporation recognized as exempt under Section 501(c)(3) of the IRS Code shall be the sole member of this Company.

IN WITNESS WHEREOF, the undersigned sole member of the Company has executed the foregoing Amended and Restated Articles of Organization as of the date indicated next to the signature.

Member: Mt. Zion Developments, Inc

By: 

Don Patterson, President

Date: 12/29/09

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**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS
WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Section 608.415 of the Florida Statutes:

Having been appointed registered agent of MTZ Carver LLC. in its Second Amended and Restated Articles of Organization, at the place designated in such Second Amended and Restated Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

John Little

Date: December 18, 2009

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