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EXAMINER



LEGAL SERVICES OF GREATER MIAMI, INC.

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Executive Director

July 15, 2009

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Roberto Datorre
Miami Beach CDC
945 Pennsylvania Ave.
Miami Beach, FL 33139

Re: Creation of MBCDC: LifeQuest LLC, Articles of Incorporation Revision


Dear Roberto:

Attached is the revised Articles of Organization which is needed to create "MBCDC: LifeQuest LLC." This document, along with the Operating Agreement which I have already provided to you, needs to be filed with the Division of Corporations. I have signed as "Registered Agent." There is a \$125.00 filing fee. Prepare a check for the above amount made out to "Secretary of State" and then mail the check and the executed documents to:

Florida Department of State
Division of Corporations.
P.O. Box 6327
Tallahassee, Florida 32314

To the best of my knowledge I have completed my work on this file, unless you have questions or feel that the documents need to be revised. I will be closing this file in approximately 30 days unless I hear from you otherwise. Our files are destroyed after six years. After this file is closed, we can send you a copy of the file. Please contact me within 7 days of the date of this letter if you would like a copy.

Sincerely,


Shahrzad Emami
Attorney at Law



PASSIONATELY COMMITTED TO EQUAL JUSTICE

**ARTICLES OF ORGANIZATION
OF
MBCDC: LifeQuest LLC**

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ARTICLE I - Company Name: The name of the Company is: MBCDC: LifeQuest LLC

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

C/O Miami Beach CDC
945 Pennsylvania Ave.
Miami Beach, FL 33139

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

945 Pennsylvania Ave.
Miami Beach, FL 33139

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:

Shahrzad Emami, Esq.
Legal Services of Greater Miami, Inc.
Suite 300
3000 Biscayne Blvd.
Miami, FL 33137

ARTICLE V - Management: The Company shall be managed by its members

ARTICLE VI - Purpose: The purpose of the Company is, in part, to foster low-income housing.

ARTICLE VII - No Personal Liability: The 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 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 - Amendments: The Articles of Organization of this Company may only be amended by the majority vote of the members and in compliance with the other limitations in these Articles of Organization. No members shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

ARTICLE IX - 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.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization as of the 21 day of July, 2009.

Member: Miami Beach Community Development Corporation


By: 
President

Date: 7/21/09

**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 MBCDC: LifeQuest LLC in its Articles of Organization, at the place designated in such 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.


Shahrzad Emami, Esq.

Date: July 14, 2009

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