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B. KOHR

MAY 10 2011

EXAMINER

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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

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FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 05/10/2011

REF. #: 000150.147807

CORP. NAME: PALM GARDENS RENTAL APARTMENTS, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 539749 FOR \$ 25.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

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| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
PALM GARDENS RENTAL APARTMENTS, LLC
(a Florida Limited Liability Company)**

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FIRST: The date of filing of the Articles of Organization of Palm Gardens Rental Apartments, LLC was March 11, 2010.

SECOND: The following amendments to the Articles of Organization were adopted by the limited liability company:

Article Five (V): The names and addresses of the Managers are:

Tomas Cabrerizo
3850 Bird Road, 8th Floor
Miami, Florida 33146

Sheldon Lowe
445 Grand Bay Drive
Key Biscayne, Florida 33149

Article Seven (VII) entitled "Compliance with HUD Requirements" is hereby added to the Articles of Organization:

Article VII: Compliance with HUD Requirements.

(a) If any of the provisions of the Articles of Organization, the Operating Agreement or any other organizational documents of the Limited Liability Company conflict with the terms of the note, mortgage, security agreement or HUD Regulatory Agreement ("HUD Loan Documents"), the provisions of the HUD Loan Documents will control.

(b) No provision required by HUD to be inserted into the organizational documents of the Limited Liability Company may be amended without prior approval of the Secretary of the United States Department of Housing and Urban Development (the "Secretary" or "HUD").

(c) No provision in the organizational documents of the Limited Liability

Company that results in any of the following will have any force or effect without the prior written consent of HUD:

- (i) Any amendment that shortens the term of the Limited Liability Company;
 - (ii) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional person or entity;
 - (iii) Any amendment that in any way affects the HUD Loan Documents;
 - (iv) The withdrawal of any sponsor on which HUD based its decision to insure the loan; or
 - (v) A change in the Manager or pre-approved Manager(s) of the Limited Liability Company.
- (d) The Limited Liability Company is authorized to execute the HUD Loan Documents and to secure a loan to be insured by the Secretary.
- (e) Any incoming member of the Limited Liability Company must, as a condition of receiving an interest in the Limited Liability Company, agree to be bound by HUD Loan Documents to the same extent and on the same terms as the other members.
- (f) Upon any dissolution, no title or right to possession and control of the Project (as that term is hereinafter defined), and no right to collect the rents from the Project, shall pass to any person who is not bound by the HUD Regulatory Agreement in a manner satisfactory to HUD.
- (g) Each of the members of the Limited Liability Company and any assignee of a member shall be liable in their individual capacity to HUD for:
- (i) Funds or property of the Project coming into its possession, which by the provisions of the Regulatory Agreement, such person or entity is not entitled to retain;
 - (ii) His/her/its own acts and deeds, or acts and deeds of others which he/she/it has authorized, in violation of the provisions of the Regulatory Agreement;
 - (iii) The acts and deeds of affiliates which such person or entity has authorized in violation of the provisions of the Regulatory

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Agreement; and

(iv) As otherwise provided by law.

(h) The Limited Liability Company shall not voluntarily be dissolved or converted to another form of entity without the prior written approval of HUD.

(i) The Limited Liability Company has designated one of its Managers, Tomas Cabrerizo, as its official representative for all matters concerning the Project which require HUD consent or approval. The signature of this person will bind the Mortgagor entity in all such matters. The Limited Liability Company may from time to time appoint a new representative to perform this function, but within 3 business days of doing so, will provide HUD with written notification of the name, address, and telephone number of its new representative. When a person other than the person identified above has full or partial authority of management of the Project, the Limited Liability Company will promptly provide HUD with the name of the that person and the nature of the that person's management authority.

(j) The sole purpose of the Limited Liability Company shall be to acquire, construct, lease, operate and own a multifamily housing project known as Palm Gardens Apartments", located at 19050 NW 57th Ave., Hialeah, Miami-Dade County, Florida 33015, and referenced as FHA Project No. 066-11111-HRI (the "Project"), and to do any and all things necessary, convenient or incidental to that purpose.

(k) That unless otherwise approved by HUD, the Limited Liability Company shall be strictly operated as a single asset entity as described in paragraph 6(f) of the Regulatory Agreement.

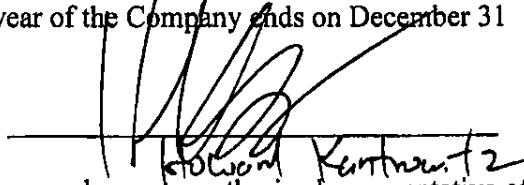
(l) That notwithstanding any other provision contained herein, any and all distributions by the Limited Liability Company shall only be made be in accordance with the Regulatory Agreement unless otherwise approved by HUD.

(m) That notwithstanding any other provision contained herein or in the Operating Agreement or any other organizational documents of the Limited Liability Company, for so long as HUD is the insurer or holder of a mortgage given by the Limited Liability Company, the Limited Liability Company shall not be responsible for indemnifying any member of the Limited Liability Company except to the extent (1) mandated by state law, (2) of liability or other insurance coverage maintained by the Limited Liability Company for that purpose, or (3) of distributions approved by HUD from surplus cash as that term is defined, and in accordance with the conditions prescribed, in the Regulatory Agreement.

Article Eight (VIII) entitled "Fiscal Year" is hereby added to the Articles of Organization:

Article Eleven: Fiscal Year

The fiscal year of the Company ends on December 31

A handwritten signature in black ink, appearing to read "Robert Kentner", is written over a horizontal line.

Signature of a member or an authorized representative of a member