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10 JUN 10 AM 11:28
SECRETARY OF STATE
DIVISION OF CORPORATIONS

T. HAMPTON

JUN 11 2010

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: AHSF 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:

Barry Haiman

Name of Person

Affordable Housing Solutions For Florida Inc

Firm/Company

1108 Kane Concourse, Suite 307

Address

Bay Harbor Islands, Florida 33154

City/State and Zip Code

ahsfinc@aol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Barry Haiman

Name of Person

at (**305**)

865-4555

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

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
AHSF LLC**

**ARTICLE I
NAME OF THE LIMITED LIABILITY COMPANY**

The name of the limited liability company is AHSF LLC.

**ARTICLE II
FILING DATE OF THE ARTICLES OF ORGANIZATION**

The articles of organization of the company were filed with the Florida Department of State on May 11, 2010.

**ARTICLE III
AMENDMENT AND RESTATEMENT OF ARTICLES; EFFECTIVE DATE**

These amended and restated articles of organization supersede and replace the company's articles of organization effective as of the date on which the company files these amended and restated articles with the Florida Department of State.

**ARTICLE IV
DURATION**

The period of duration of the company shall be perpetual unless sooner dissolved pursuant to the provisions of the Florida Limited Liability Company Act or the terms and conditions of the regulations or operating agreement of the company.

**ARTICLE V
PURPOSES**

The company is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. (All references to provisions of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.) The specific purposes and objectives of the company shall include, but not be limited to, the following: (i) to preserve, expand, rehabilitate, and otherwise enhance the number and quality of housing stock available to low and moderate income, elderly, disabled, and handicapped persons, and (ii) to promote the health, education, and welfare of the community.

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**ARTICLE VI
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the street address of the principal office of the company are c/o Affordable Housing Solutions for Florida, Inc., 1108 Kane Concourse, Suite 307, Bay Harbor Islands, Florida 33154.

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company are Mr. Barry G. Haiman, 1108 Kane Concourse, Suite 307, Bay Harbor Islands, Florida 33154.

**ARTICLE VIII
MEMBERS; ADMISSION OF ADDITIONAL MEMBERS**

The members of the company shall at all times qualify as organizations described in section 501(c)(3) of the Internal Revenue Code. The members of the company may admit additional members in accordance with and subject to the terms and conditions of the regulations or operating agreement of the company, provided that any additional members of the company shall at all times qualify as organizations described in section 501(c)(3) of the Internal Revenue Code. In the event that any member ceases to qualify as an organization described in section 501(c)(3) of the Internal Revenue Code, the member's interest in the company shall terminate and no company assets may be distributed to the terminating member by virtue of the terminating member's membership interest in the company. In the event that all members cease to qualify as organizations described in section 501(c)(3) of the Internal Revenue Code, the company shall be dissolved in accordance with Article IX.

**ARTICLE IX
POWERS; RESTRICTIONS ON POWERS**

In furtherance of the purposes and objectives set forth in Article III, and subject to the restrictions set forth in this Article VI, the company shall have and may exercise all of the powers now or hereafter conferred upon limited liability companies organized under the laws of the State of Florida. Notwithstanding any other provision of these articles of organization, the company shall not carry on any activity that would cause the company not to be an organization described in both section 501(c)(3) and section 170(c)(2) of the Internal Revenue Code. Upon dissolution of the company, all company assets remaining after the payment of or provision for all its liabilities shall be transferred to one or more organizations described in both section 501(c)(3) and section 170(c)(2) of the Internal Revenue Code, in furtherance of the purposes and objectives set forth in Article III, or in section 170(c)(1) of the Internal Revenue Code. The organizations receive such assets shall be designated by the manager or managing member in accordance with the regulations or operating agreement of the company or, in the absence of any such designation, by the members.

**ARTICLE VII
CONTINUATION OF BUSINESS**

The right of the remaining members of the company to continue the business on 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 the company shall be as set forth in the regulations or operating agreement of the company.

**ARTICLE VIII
MANAGEMENT**

The management of the limited liability company is reserved to the members except to the extent otherwise provided in the regulations or operating agreement of the company.

**ARTICLE IX
INDEMNIFICATION**

The limited liability company shall indemnify all of its members and managers to the fullest extent permitted by law except as otherwise set forth in the regulations or operating agreement of the company.

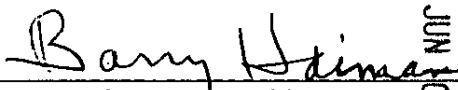
**ARTICLE X
AMENDMENTS**

These articles of organization may be amended from time to time pursuant to the terms and conditions of the regulations or operating agreement of the company. Notwithstanding the foregoing, any amendment of these articles or of the regulations or operating agreement of the company shall be invalid and void *ab initio* if the amendment causes the company to be disqualified as and organization described in section 501(c)(3) of the Internal Revenue Code. Any certificate or other instrument amending these articles shall expressly state that the amendments were adopted in accordance with the terms and conditions of this Article X and the regulations or operating agreement of the company.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has executed these articles of organization this 30th day of May, 2010.

BY ITS SOLE MEMBER:

**AFFORDABLE HOUSING SOLUTIONS
FOR FLORIDA, INC.**


Barry Haiman, as President

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SECRETARY OF STATE
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10 JUN 10 AM 10:29