

Division of Corporations

L11 000056778

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : VCORP SERVICES, LLC
Account Number : 120080000067
Phone : (845) 425-0077
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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
EMPIRE IV FLORIDA PORTFOLIO LLC**

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$30.00

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EXAMINER

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Help

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Empire IV Florida Portfolio LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on May 13, 2011 and assigned
Florida document number L11000066778.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "LLC."

Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

**B. If amending the registered agent and/or registered office address on our records, enter the name of the
registered agent and/or the new registered office address here:**

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

City

Florida

Zip Code

New Registered Agent's Signature. If changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

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If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager

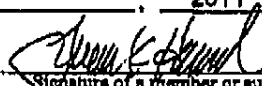
MGRM = Managing Member

Title	Name	Address	Type of Action
MGR	Tax Lien Manager LLC	8 Harrows Lane Purchase, NY 10577	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGRM	Empire Tax Fund IV LLC	8 Harrows Lane Purchase, NY 10577	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

The new Articles V through VIII attached hereto as Exhibit A are hereby added
to the Articles of Organization of Empire IV Florida Portfolio LLC.

Dated June 21, 2011


Signature of a member or authorized representative of a member
Lowan Hanlin, Manager of Tax Lien Manager LLC, as Manager of
Empire Tax Fund IV LLC, the Sole Member of Empire IV Florida Portfolio LLC
Typed or printed name of signee

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Filing Fee: \$25.00

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EXHIBIT A**AMENDMENT TO ARTICLES OF ORGANIZATION
OF
EMPIRE IV FLORIDA PORTFOLIO LLC****ARTICLE V -- Purpose**

The business and purpose of Empire IV Florida Portfolio LLC (the "Company") shall consist solely of the acquisition, ownership and disposition of tax lien certificates representing liens on Florida real estate issued by Florida tax collectors ("Tax Certificates") and activities incidental thereto (including, without limitation, the execution and delivery of documents (including guaranties and security agreements) related to indebtedness incurred by the Company's sole member and the performance of obligations under such documents).

ARTICLE VI- Prohibited Actions

So long as there is any effective UCC financing statement filed in the State of Florida naming the Company as a debtor and Capital One, National Association, a national banking association ("CONA"), as secured party, the Company shall have no authority to take any of the following actions without the written consent of CONA:

(a) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than obligations owed to CONA, except unsecured trade and operational debt incurred with trade creditors in the ordinary course of its business of acquiring, owning and disposing of Tax Certificates and activities incidental thereto in such amounts as are normal and reasonable under the circumstances, provided that such debt is not evidenced by note and is paid when due and provided in any event the outstanding principal balance of such debt shall not exceed at any one time one percent (1%) of the outstanding obligations owed to CONA;

(b) seek the dissolution or winding up, in whole or in part, of the Company;

(c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate, in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure;

(d) file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator,

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custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or take any action in furtherance of any such action; or

(e) acquire or own any material asset other than Tax Certificates representing liens on Florida real estate issued by Florida collectors and activities incidental thereto;

(f) fail to preserve its existence as an entity duly organized and validly existing under the Florida law or fail to comply with the provisions of these Articles of Organization;

(g) own any subsidiary or make any investment in or acquire the obligations or securities of any other person or entity without the consent of CONA;

(h) amend, modify or alter Articles V through VIII of these Articles of Organization;

(i) commingle its assets with the assets of any of its principal(s), affiliates, or of any other person or entity or transfer any assets to any such person or entity other than distributions on account of equity interests in the Company permitted in documents executed by CONA and properly accounted for or as otherwise permitted in loan documents among the Company, its affiliates and CONA;

(j) allow any person or entity to pay its debts and liabilities (except for a guarantor of all or any portion of the obligations owed to CONA) or fail to pay its debts and liabilities solely from its own assets;

(k) fail to maintain its records, books of account and bank accounts, if any, separate and apart from those of the members, principals and affiliates of the Company, the affiliates of a member of the Company and any other person or entity or fail to prepare and maintain its own financial statements in accordance with generally accepted accounting principles and susceptible to audit, or if such financial statements are consolidated fail to cause such financial statements to contain footnotes disclosing that Tax Certificates owned by the Company actually owned by the Company;

(l) enter into any contract or agreement with any member, principal or affiliate of the Company or any guarantor of all or a portion of the obligations owed to CONA any member, principal or affiliate thereof, except that the Company may, without the consent of CONA, enter into contracts with its affiliates if the terms and conditions of such contracts are reasonably competitive with prevailing market terms;

(m) fail to correct any known misunderstandings regarding the separate identity of the Company;

(n) hold itself out to be responsible or pledge its assets or credit worthiness for the debts of another person or entity or allow any person or entity to hold itself out to be

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responsible or pledge its assets or credit worthiness for the debts of the Company (except as a guarantor of all or any portion of the obligations of the Company's sole Member owed to CONA);

(o) make any loans or advances to any third party, including any member, principal or affiliate of the Company, or any partner, member, principal or affiliate thereof;

(p) fail to file its own tax returns to the extent such returns are required or to use separate contracts, purchase orders, stationery, invoices and checks;

(q) fail either to hold itself out to the public as a legal entity separate and distinct from any other entity or person or to conduct its business solely in its own name in order not (i) to mislead others as to the identity with which such other party is transacting business, or (ii) to suggest that the Company is responsible for the debts of any third party (including any partner, member, principal or affiliate of the Company or any partner, member, principal or affiliate thereof);

(r) share any common logo with or hold itself out as or be considered as a department or division of (i) any principal, member or affiliate of the Company, (ii) any affiliate of a partner, principal, member or affiliate of the Company, or (iii) any other person or entity or allow any person or entity to identify the Company as a department or division of that person or entity; or

(s) conceal assets from any creditor, or enter into any transaction with the intent to hinder, delay or defraud creditors of the Company or the creditors of any other person or entity.

ARTICLE VII – Limitations on Rights of Members

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a member of the Company shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such member shall have all the rights of such member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any limited liability company membership interest in the Company shall be subject to all of the restrictions hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent member.

ARTICLE VIII – Subordination. Notwithstanding any provision hereof to the contrary, any indemnification claim against the Company arising under these Articles of Organization, the Limited Liability Company Operating Agreement of the Company or the laws of Florida shall be fully subordinate to any obligations of the Company owed to CONA, and shall only constitute

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claim against the Company to the extent of, and shall be paid by the Company only after all obligations owed to CONA are no longer outstanding and have been discharged in full.

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