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EXAMINER



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 12 AM 8:00



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 056910 4304009
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 180.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 12 AM 8:00

ORDER DATE : January 12, 2012
ORDER TIME : 08:30 AM
ORDER NO. : 056910-005
CUSTOMER NO: 4304009

CONVERSION

NAME: TRG - PALM LAKE, LP
---INTO---
TRG - PALM LAKE, LLC

XX CERTIFICATE OF CONVERSION AND ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
12 JAN 12 AM 8:00

**CERTIFICATE OF CONVERSION
FOR
OTHER BUSINESS ENTITY
INTO
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is TRG - PALM LAKE, LP. *A10600060372*
2. The "Other Business Entity" is a limited partnership organized under Florida law on July 9, 2010.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is TRG - PALM LAKE, LLC.
4. The conversion is permitted by the applicable laws governing the "Other Business Entity" and the conversion complies with such laws and the requirements of Section 608.439, Florida Statutes, in effecting the conversion.
5. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently formed.

[INTENTIONALLY LEFT BLANK]

Executed this 12th day of January, 2012.

Each of the undersigned affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

TRG – PALM LAKE, LLC, a Florida limited liability company

By: Palm Lake Renovation, LLLP, a Florida limited liability limited partnership, its sole member

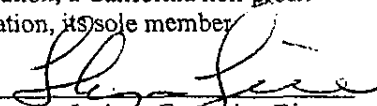
By: Rainbow Housing Assistance Corporation, a California non-profit public benefit corporation, its general partner

By: 
Flynnann Janisse, Executive Director

TRG-PALM LAKE, LP, a Florida limited partnership

By: Rainbow – Palm Lake, LLC, a Delaware limited liability company, its general partner

By: Rainbow Housing Assistance Corporation, a California non-profit corporation, its sole member

By: 
Flynnann Janisse, Executive Director

FILED STATE
SECRETARY OF CORPORATIONS
12 JAN 12 AM 8:00

**ARTICLES OF ORGANIZATION OF
TRG - PALM LAKE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I
Name

The name of the Limited Liability Company (the "Company") is TRG - PALM LAKE, LLC.

ARTICLE II
Address

The mailing address and street address of the principal office of the Company is:

275 Battery Street
Suite 500
San Francisco, CA 94111

ARTICLE III
Duration

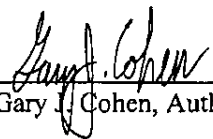
The period of duration of the Company shall be perpetual.

ARTICLE IV
Registered Office and Agent and Address

The name and the street address of the registered agent of the Company in the State of Florida are:

NRAI Services, Inc.
515 E. Park Avenue
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 12th day of January, 2012.

By: 
Gary J. Cohen, Authorized Representative

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, F.S.

Dated: November 22nd, 2011

NRAI SERVICES, INC.

By: 

Name: Jose Castellanos, Asst. Secretary

Title: National Registered Agents, Inc.



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