

L14000048407

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

(Document Number)

Certified Copies

Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



600257517716

03/07/14--01039--001 \*\*160.00

FILED  
14 MAR 21 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 24 2014

T. BROWN

~~1111 15190~~



**Via FedEx – 7981 3624 7370**  
March 6, 2014

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: HPT ECLIPSE WEST GP, LLC**

Dear Sir/Madam:

Enclosed please find the following:

1. The original Articles of Organization; and
2. Check payable to the Florida Department of State for \$160.00 representing filing fees.

I have enclosed a self-stamped envelope for your convenience in returning the filed copy of the Articles of Organization.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

A handwritten signature in black ink, appearing to be "RLR", is written over the typed name.

Raymond L. Robinson, Esq.

RLR/jrm  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 11, 2014

RAYMOND L ROBINSON, ESQ  
ROBINSON & ASSOCIATES, P.A.  
1501 VENERA AVE STE 300  
CORAL GABLES, FL 33146

SUBJECT: HPT ECLIPSE WEST GP, LLC  
Ref. Number: W14000015190

We have received your document for HPT ECLIPSE WEST GP, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Teresa Brown  
Regulatory Specialist II

Letter Number: 114A00005165

**ARTICLES OF ORGANIZATION OF  
HPT ECLIPSE WEST GP, LLC**

Pursuant to the provisions of Section 605.0201 of the Florida Revised Limited Liability Company Act, HPT Eclipse West GP, LLC, a Florida limited liability company (the "Company"), adopts the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the Limited Liability Company is HPT Eclipse West GP, LLC (the "Company")

**ARTICLE II  
PURPOSE**

- (a) The Company is not formed for pecuniary profit or financial gain. The Company is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Company is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) ( the "Code") and to promote social welfare within the meaning of Sections 501 (c)(4) of the Code. Furthermore, the purposes for which the Company is organized are to be exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Company's sole member, Housing Preservation Trust, Inc., a Florida not-for-profit corporation ("HPT"), in connection with fostering, providing and maintaining low-income housing to low and moderate income families. The Company, in connection with furthering its stated purposes, shall limit its activities to (i) the direct or indirect ownership, financing, management, leasing or operation of affordable housing as permitted under applicable governmental regulations for subsidized financing of housing for low income individuals and consistent with and recognized as charitable by the Internal Revenue Service in Revenue Procedure 96-32; and (ii) transacting any and lawful business for which a limited liability company may be formed, provided, however, all of the same is undertaken solely in accordance with the purposes of HPT and HPT's not-for-profit status under Sections 501 (c)(3) and 501 (c)(4) of the Code.
- (b) The Company shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on by entities exempt from federal income tax under Section 501 (c)(3) of the Code.

**FILED**  
14 MAR 21 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE III**  
**ADDRESS**

The mailing address and street address of the principal office of the Company is 4020 Philmont Drive, Marietta, Georgia 30066.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT AND ADDRESS**

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

| <u>Name</u>               | <u>Address</u>  |
|---------------------------|---|
| Raymond L. Robinson, Esq. | Robinson & Associates, P.A.<br>1501 Venera Avenue, Suite 300<br>Coral Gables, Florida 33146 |

**Article V**  
**MEMBERS**

The sole member of the Company is Housing Preservation Trust, Inc.

**ARTICLE VI**  
**MANAGEMENT COMMITTEE**

The Company shall be a manager-managed company. The Management Committee shall be appointed as provided in the Operating Agreement of the Company as in effect from time to time.

**Article VII**  
**TERM**

The Company shall have perpetual existence.

**ARTICLE VIII**  
**DISSOLUTION**

Upon dissolution of the Company, the Member shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company by contribution exclusively to Housing Preservation Trust, Inc. or one or more organizations which themselves are an organization exempt from federal income tax under Section 501 (c )(3) of the Code or to the federal, state or local government for *exclusive public purpose*.

**ARTILCE IX**  
**NO PERSONAL LIABILITY**

The managers, officers and agents of the Company shall not be held personally liable or responsible for any contracts, debts or defaults of the Company while acting for or behalf of the

Company in any official and authorized capacity. The Company shall indemnify all of its managers, officers, and agents and all of its former managers, officers and agents, to the fullest extent permitted by law.

**ARTICLE X**  
**PROHIBITION AGAINST PRIVATE BENEFITS**

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its Managers, other private persons or for-profit corporations, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II herein.

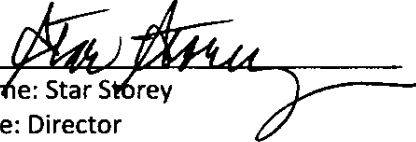
**ARTICLE XI**  
**AMENDMENTS**

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members. No member 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 XII**  
**EFFECTIVE DATE**

These Articles of Organization shall be effective at the time of its filing with the Florida Department of State.

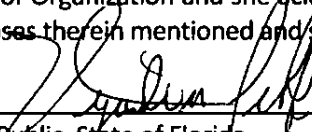
HOUSING PRESERVATION TRUST, INC.,  
A Florida not-for-profit corporation

By   
Name: Star Storey  
Title: Director  
4020 Philmont Drive  
Marietta, Georgia 30066

Georgia  
STATE OF FLORIDA     )  
                          Cobb     )ss  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Star Storey, who is to me known to be the person described in and who executed the foregoing Articles of Organization and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

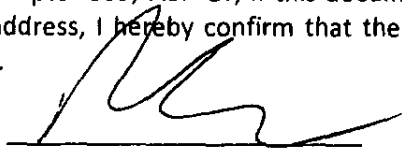
My Commission Expires:

  
\_\_\_\_\_  
Notary Public, State of Florida

**REGINALD M JETER JR**  
NOTARY PUBLIC  
Cobb County  
State of Georgia  
My Comm. Expires Oct. 14, 2016

**Statement of Acceptance of Appointment and Designation as 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 605, 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.



Signature of Registered Agent