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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
BROOKSIDE TAX CREDIT MANAGER, LLC

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF ORGANIZATION  
OF  
BROOKSIDE TAX CREDIT MANAGER, LLC**

The undersigned, as the sole member of BROOKSIDE TAX CREDIT MANAGER, LLC, a Florida limited liability company (the "Company"), desiring to amend the Articles of Organization of the Company pursuant to the terms of Section 605.0202, Chapter 605, Florida Statutes, the Florida Revised Limited Liability Company Act (the "Act"), states as follows:

1. The current name of the Company is BROOKSIDE TAX CREDIT MANAGER, LLC.
2. The date of the filing of the original Articles of Organization of the Company with the Florida Department of State was September 15, 2014.
3. Article XI is added to the Articles of Organization of the Company, as follows:

Article XI – Single Purpose Entity Requirements

Notwithstanding anything to the contrary herein, the purpose of the Company shall be limited to serving as the general partner of Brookside Tax Credit, Ltd., a Florida limited partnership (the "Property Owner"), which was formed for the purpose of rehabilitating, owning, equipping and operating a multifamily housing facility located in St. Petersburg, Florida known as Brookside Square Apartments (the "Property"), and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except (a) unsecured trade payables incurred in the ordinary course of business related to serving as general partner of the Property Owner, and (b) in its capacity as general partner of the Property Owner, guaranties certain obligations of the Property Owner.

4. Except as modified by these Articles of Amendment, the Articles of Organization of Brookside Tax Credit Manager, LLC shall remain the same and in full force and effect.

The undersigned has executed this Amendment this 14th day of December, 2015.

GULFCOAST HOUSING FOUNDATION, INC.,  
a Florida not for profit corporation

By: J-R Att

James R. Attkisson, President