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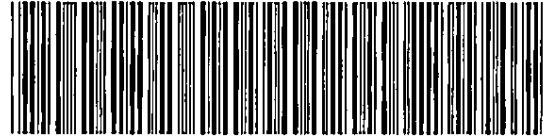
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1. ROSEMARY VILLAGE APARTMENTS OPPORTUNITY FUND, LLC
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

**ARTICLES OF ORGANIZATION
OF
ROSEMARY VILLAGE APARTMENTS OPPORTUNITY FUND, LLC**

ARTICLE I: NAME

The name of the limited liability company is Rosemary Village Apartments Opportunity Fund, LLC (the "LLC").

ARTICLE II: ADDRESS

The street and mailing address of the principal office of the LLC is 4655 Little Grey Ln, Melbourne, FL 32904.

ARTICLE III: REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the initial registered agent of the LLC are:

Keith P. Donald
4655 Little Grey Ln
Melbourne, FL 32904

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 relating 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 of the Florida Statutes.



Registered Agent's Signature (REQUIRED)

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JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF BROWARD
FLORIDA

ARTICLE III: PURPOSE

The LLC is being formed for the purpose of transacting any and all lawful business for which a limited liability company may be organized under the Florida Revised Limited Liability Company Act.

ARTICLE IV: MANAGEMENT

The LLC will be manager-managed.

ARTICLE V: MANAGERS

The name and address of each person authorized to manage and control the LLC:

Title:	Name and Address:
MGR	Keith P. Donald, 4655 Little Grey Ln. Melbourne, FL 32904
MGR	Keri K. Donald, 4655 Little Grey Ln. Melbourne, FL 32904



Signature of a member or an authorized representative of a member.

In accordance with Section 605.0203(1)(b) of the Florida Revised Limited Liability Company Act, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Florida Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.

Keith P. Donald

Typed or printed name of signee

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