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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
NEW SUNSET BAY MANAGER, LLC**

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ARTICLES OF AMENDMENT OF  
ARTICLES OF ORGANIZATION OF  
NEW SUNSET BAY MANAGER, LLC

The undersigned, as the Managers of NEW SUNSET BAY MANAGER, LLC (the "Company") adopt the following amendment of the Company's Articles of Organization:

§1.) The date of the filing of the original Articles of Organization of the Company was October 24, 2019, Document Number L19000256590.

§2.) Article IV of the company's articles of organization is hereby deleted and replaced with the following:

**Article IV – Company Purpose:**

The Company is organized, and will be operated, as a for profit limited liability company under Chapter 605, Florida Statutes; provided, however, that because the associate member and all members of the Company's Managing Member are exempt organizations under section 501(c)(3) of the Internal Revenue Code, the Company's purposes and activities are, and intended to be, not inconsistent with the exempt purposes of the Members of the Company's Managing Member. The Company's purposes will be devoted to management, either directly or through one or more limited liability companies, of certain real property located at 10000 SW 224<sup>th</sup> Street, Miami, Florida 33190 (the "Project"), in a manner meeting the definition of "Eligible persons" as defined in section 159.603(7), Florida Statutes, the requirements of section 196.1978(2), Florida Statutes and the extremely-low-income, very-low-income, or low-income limits specified in section 420.0004, Florida Statutes; and to be subject to an agreement with the Florida Housing Finance Corporation recorded in the official records of the county in which the property is located requiring the affordable housing managed by the Company to be held for rent to natural persons or families meeting the extremely-low-income, very-low-income, or low-income limits specified in 420.0004, Florida Statutes. In furtherance of its purposes, the Company may also engage in the following activities: (a) holding, managing and disposing of real and personal property (tangible and intangible) and transferring or distributing such property, its proceeds or income earned thereon for charitable, scientific and educational purposes; (b) assisting in the development, marketing and operation of decent, safe and sanitary housing for low income families and individuals; (c) counselling and educating the poor and distressed as to the availability of housing assistance from federal, state and local sources and the availability of publicly assisted housing; (d) undertaking studies and other activities in cooperation and coordination with federal, state and local government bodies and civic organizations for the elimination of slums and blight in the communities it serves; (e) aiding, assisting and fostering the planning, development, redevelopment and improvement of the communities it serves for the primary purpose of combating deterioration and securing adequate housing, community facilities, services and conditions for the general welfare of the community; and (f)

exercising any powers conferred upon limited liability companies formed under the Florida Revised Limited Liability Company Act (the "Act"), as amended from time to time, as may be necessary or convenient in order to accomplish the above-described purposes.

§3.) Article V of the Company's Articles of Organization is replaced in its entirety with the following:

**Article V- Management:**

All Company powers shall be exercised by or under the authority of, and the business and affairs of the Company managed under the direction of its Managers, subject to any limitation set forth in the Operating Agreement of the Company. The names and addresses of the current Managers are:

The Partnership, Inc.  
2001 W. Blue Heron Blvd.  
Riviera Beach, FL 33404

The NHP Foundation  
122 East 42nd Street, Suite #4900  
New York, NY 10168

§4.) Article VI of the Company's Articles of Organization is replaced in its entirety with the following:

**Article VI – Membership**

The Company may admit new Members only upon the unanimous written consent of all the then existing Members of the Company, unless otherwise prescribed in the Operating Agreement of the Company.

§5.) Article VII of the Company's Articles of Organization is replaced in its entirety with the following:

**Article VII- Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization and Chapter 605, Fla. Stat.

§6.) Article XII of the Company's Articles of Organization is deleted in its entirety, and replaced with the following:

**Article XII – Liquidating Distributions**

Upon the dissolution of the Company, its Manager shall, after paying or making provision for the payment of all liabilities of the Company, dispose of all of the assets of the Company in the manner prescribed by the Company's Amended and Restated Operating Agreement; provided that, any such distributions shall be distributed exclusively for the purposes of the Company in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, literary or fraternal purposes as shall qualify as an Exempt Organization, as the Manager may determine in its discretion. Any assets of the Company not so disposed of shall be disposed of by any court of competent jurisdiction in the county in which the principal office of the Company is then located, exclusively for such purposes or to such organization or organizations organized and operated exclusively for such purposes as such court shall determine.

§7.) Exhibit A of the Company's Articles of Organization is hereby deleted in its entirety.

§8.) All other provisions, articles and sections of the Articles of Formation shall remain in full force and effect.

*[Signatures appear on following page(s)]*

**IN WITNESS WHEREOF**, the undersigned have executed these Articles of Amendment of the Company's Articles of Organization as of this 17<sup>th</sup> day of March, 2021.

Manager:

THE PARTNERSHIP, INC., a Florida not for profit corporation

By: Hugh Jacobs  
Hugh Jacobs, Executive Vice President

Manager:

THE NHP FOUNDATION, a District of Columbia nonprofit corporation

By: \_\_\_\_\_  
Mecky Adnani, Senior Vice President

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment of the Company's Articles of Organization as of this 17th day of March, 2021

Manager

THE PARTNERSHIP, INC., a Florida not for profit corporation

By: \_\_\_\_\_  
Hugh Jacobs, Executive Vice President

Manager

THE NHP FOUNDATION, a District of Columbia nonprofit corporation

By: \_\_\_\_\_  
Mecky Adhuni, Senior Vice President