

L19000256594

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

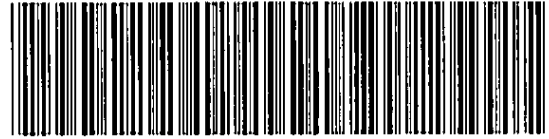
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800336190678

ARTICLES OF ORGANIZATION
OF
NEW SUNSET BAY, LLC

The undersigned, acting as the organizer of NEW SUNSET BAY, LLC under the Revised Florida Limited Liability Company Act, constituting Fla. Stat. sections 605.0101-605.1108 (the "Act"), adopts the following Articles of Organization:

Article I – Name:

The name of the limited liability company is NEW SUNSET BAY, LLC (the "Company"). It is organized as a "manager managed limited liability company" as defined in the Act.

Article II – Address:

The mailing address and street address of the principal office of the Company is 2001 West Blue Heron Blvd., Riviera Beach, FL 33404.

Article III – Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

Article IV – Company Purpose:

The Company is organized, and will be operated, exclusively to provide affordable housing for rent to natural persons or families meeting 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 Company's rental property is located requiring the Company to provide affordable housing 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 business purpose, the Company may also engage in any and all purposes permissible under Chapters 419 and 420, Florida Statutes, Rev. Proc. 96-32, 1996-1 C.B. 717 and Title 24 C.F.R. Part 92; and to promote, facilitate, assist

the financing of and otherwise foster the creation of affordable housing for sale or rent in the State of Florida and to assist local governments in carrying out effective community development and project planning and design activities to expand housing opportunities to persons and families meeting the safe harbor guidelines of Rev. Proc. 96-32, the purposes of Fla.Stat. Chapters 419 and 420, and all purposes permissible under Title 24 C.F.R. Part 92.

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 officers of the Company shall have general and active management of the business and affairs of the Company and shall see that all orders and resolutions of the Company and the Manager Majority are carried into effect, subject to any limitation set forth in the Operating Agreement of the Company.

The names and addresses of the current Managers are:

<u>Name</u>	<u>Address</u>
New Sunset Bay Manager, LLC	2001 West Blue Heron Blvd. Riviera Beach, FL 33404

Article VI – Membership

The current sole member of the Company is New Sunset Bay Manager, LLC, a Florida non-profit limited liability company ("New Sunset Bay"). New or additional Members may be admitted upon the unanimous written consent of all the then existing Members of the Company.

Article VII – Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement containing provisions for the regulation and management of the affairs of the Company not inconsistent with

these Articles of Organization, Chapter 605, Fla. Stat., and 26 U.S.C. § 42.)

Article VIII – Initial Registered Agent and Office:

The initial registered agent for the Company shall be The Partnership, Inc., and the street address of the Company's initial registered office is 2001 West Blue Heron Blvd., Riviera Beach, FL 33404.

Article IX – Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

Article X – Indemnification:

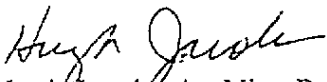
Each individual or entity who is or was a Manager, Officer, or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager, Officer or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses, including attorney fees and costs, reasonably incurred by the Indemnitee in defending any such proceeding against such Indemnitee, whether by reason of the Indemnitee's former or present capacity as a member, manager or officer of the Company, in advance of its final disposition to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

Article XII – Liquidation and Windup of Affairs

Upon the dissolution of the Company, the provisions of sections 605.709 through 605.712), Florida Statutes shall control the disposition of its assets and all debts, obligations, liabilities, costs, and expenses of the Company.

IN WITNESS WHEREOF, the undersigned initial Manager of the Company has executed these Articles of Organization as of this 24th day of October, 2019 and attests that in accordance with section 605.0203(1)(b), Florida Statutes, 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 Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.

New Sunset Bay Manager, LLC, a Florida nonprofit limited liability company

By: 
Hugh Jacobs, its Vice President

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE PURSUANT TO THE PROVISIONS OF SECTION 605,415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is NEW SUNSET BAY, LLC. The name and address of the registered agent and office is:

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

Having been designated as the Registered Agent for NEW SUNSET BAY, LLC, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 605, Florida Statutes.

THE PARTNERSHIP, INC., a Florida nonprofit corporation

By: Hugh Jacobs
Hugh Jacobs, its Vice President

Dated this 24th day of October, 2019.

EXHIBIT A

Description of Membership Equity Interests

<u>Members</u>	<u>Percentage of Equity</u>
New Sunset Bay Manager, LLC	100%