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TPI-NHPF SUNSET BAY DEVELOPER, LLC

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ARTICLES OF AMENDMENT OF
ARTICLES OF ORGANIZATION OF
TPI-NHPF SUNSET BAY DEVELOPER, LLC

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The undersigned, as authorized officers of the Member/Managers of TPI-NHPF SUNSET BAY DEVELOPER, LLC adopt the following amendment of its Articles of Organization:

§1.) The date of the filing of the original Articles of Organization of the Company was October 24, 2019, Document Number L19000256605.

§2.) Article IV of the company's articles of organization is amended as follows

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 all of its members are all 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 Company's Members. The Company's purposes will be and devoted to acquiring, improving, rehabilitating, developing, leasing, operating, financing and/or managing, either directly or through one or more limited liability companies, certain real property located at 10000 SW 224th Street, Miami, Florida 33190, as depicted on Exhibit B hereto (the "Project"), and to engage in redeveloping the project in a manner such that it will be occupied exclusively by persons or families 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 foregoing 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; (c) 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 amended as follows:

Article V – Management:

All Company powers shall be exercised, and the business and affairs of the Company shall be managed under the direction of the two Managers identified below, in accordance with the Operating Agreement of the Company. The officers of each of the Managers shall have the right to acknowledge the vote or consent of their respective Manager and see that all orders and resolutions of the Company 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:

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

The NHP Foundation
122 E. 42nd St., Suite 4900
New York NY 10168

From and after the time of filing of these articles of formation, the voting rights of the members and managers of the Company shall be as set forth in the Operating Agreement for the Company.

§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 VIII of the Company's Articles of Organization is replaced in its entirety with the following:

Article VIII- 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.) 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 22nd 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 Adnan, Senior Vice President