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FLORIDA LIMITED LIABILITY CO.
BERKELEY BENSCHLEY GP, LLC

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ARTICLES OF ORGANIZATION
OF
BERKELEY BENSCHLEY GP, LLC
A Florida Limited Liability Company

ARTICLE I
NAME

The name of this limited liability company is "*Berkeley Benschley GP, LLC*" (the "Company").

ARTICLE II
MAILING AND STREET ADDRESS

The street and mailing address of the principal office of the Company is as follows:

1105 Kensington Park Drive, Suite 200
Altamonte Springs, Florida 32714

ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE

In accordance with Section 605.0207, Florida Statutes, the Company's existence shall commence at the time and date on which these Articles of Organization are filed with the Florida Department of State.

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ARTICLE IV
PURPOSE

A. The Company is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"). A primary purpose of the Company is to advance the welfare of mankind through the ownership (including through limited partnerships and other entities), operation, administration and management of housing and other facilities and programs for aged, sick, handicapped, poor and other

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needy persons, and to otherwise foster low income housing.

B. The Company is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Revised Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Company shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage. The Company shall not be affiliated with or controlled by a for-profit organization within the meaning of Section 42 of the Code.

C. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to, the Company's managers, officers, or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Company shall not (i) carry on any other activities not permitted to be carried on by a company exempt from federal income tax under Section 501(c)(3) of the Code; and/or (ii) engage in any activity that is prohibited under the Articles of Incorporation filed by the Company's sole Member.

E. In the event the Company is classified as a private foundation under Section 509 of the Code, (i) the Company shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Company shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

**ARTICLE V
MANAGEMENT**

The Company shall be managed by one or more managers and is therefore a manager managed company. The name and mailing address of the initial manager of the Company is as follows:

Berkeley Housing Initiative, Inc.
1105 Kensington Park Drive, Suite 200
Altamonte Springs, Florida 32714

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**ARTICLE VI
REGISTERED AGENT**

The address of the initial Registered Office and the Registered Agent of the Company at such address are as follows:

N. Dwayne Gray, Jr., Esquire
315 E. Robinson Street, Suite 600
Orlando, FL 32801

**ARTICLE VII
APPLICABLE LAW**

The Company is created pursuant to Chapter 605, Florida Statutes, and shall be governed by the laws of the State of Florida.



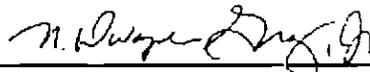
Terry S. Cummins
Executive Director of Manager

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STATE

**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

Having been named as Registered Agent and 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.



N. Dwayne Gray, Jr., Esquire
Registered Agent

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