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(Business Entity Name)

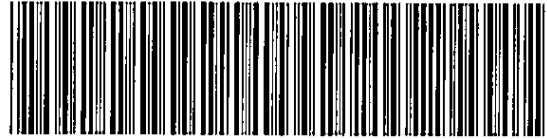
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☐ Art. of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☒ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☐ Cert. Copy _____
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☐ Certificate of Good Standing _____
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☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
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☐ Vehicle Search _____
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☐ UCC 11 Search _____
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☐ Courier _____

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: TBNHS 905 CARLTON, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Russell A. Sibley, Jr.
Name of Person
Sibley PL Law Firm
Firm/Company
620 E. Twiggs St -- Ste 204
Address
Tampa, FL 33602
City/State and Zip Code
russell@rsibleylaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Russell A. Sibley, Jr. 813 918-9776
Name of Person Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
New Filing Section Division
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**ARTICLES OF ORGANIZATION
OF
TBNHS 905 CARLTON, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, Florida Statutes Chapter 605, as amended, hereby makes, acknowledges, and files these Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company is **TBNHS 905 CARLTON, LLC** (the "Company").

**ARTICLE II
PURPOSE**

The Company is not formed for pecuniary profit or financial gain. The Company is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Company is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Company is organized are to be exclusively for the benefit of, to perform the functions of, or to carry out the purposes of its sole member, Clearwater Neighborhood Housing Services, Inc., a Florida not-for-profit corporation (doing business as Tampa Bay Neighborhood Housing Services), ("Member") to stimulate reinvestment in urban neighborhoods by involving a partnership of neighborhood residents and representatives of local government and financial institutions through a neighborhood-based staff designed to stimulate, encourage, and provide assistance in the procurement of financing, housing, and other services to upgrade the geographic areas it serves. The Company, in connection with furthering its stated purposes, shall limit its activities to (i) acquisition, financing, construction, rehabilitation, management, leasing, operation, and sale, alone or in partnership or combination with one or more others, of one or more affordable residential housing, educational, community or commercial real estate developments in the State of Florida as permitted under applicable governmental law or regulations for financing and operation of such developments consistent with and recognized as charitable by the Internal Revenue Service; and (ii) transacting any and all lawful business for which a limited liability company may be formed, provided, however, all of the same is undertaken solely in accordance with the purposes of the not-for-profit status of the Member under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

(a) The Company shall devote no substantial part of its time, money, effort, or personnel to lobbying in any political campaign for or against any candidate for public office.

Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on by entities exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE III
BUSINESS ADDRESS

The address of the principal office of the Company is 608 N. Garden Avenue, Clearwater FL 33755-3826.

ARTICLE IV
MAILING ADDRESS

The mailing address of the Company is 608 N. Garden Avenue, Clearwater FL 33755-3826.

ARTICLE V
REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the initial registered agent of the Company in the State of Florida are:

Russell A. Sibley, Jr.
620 E. Twiggs Street – Ste 204
Tampa, Florida 33602

ARTICLE VI
MEMBER & MANAGEMENT

The Member is Clearwater Neighborhood Housing Services, Inc., a Florida not-for-profit corporation (doing business as Tampa Bay Neighborhood Housing Services Inc. The Company is to be managed by one or more Officers and Managers appointed by the Member. The initial officers and managers are:

President & CEO	Efraim Cornier, Jr.
Vice President	Leonardo Diaz
Secretary/Treasurer	Victor Lucas

All at the following address: 608 N. Garden Avenue, Clearwater FL 33755-3826.

ARTICLE VII

TERM

The Company shall have perpetual existence.

ARTICLE VIII

DISSOLUTION

Upon dissolution of the Company, the Member shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company by distribution exclusively to the Member or one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state, or local government for exclusive public purpose.

ARTICLE IX

NO PERSONAL LIABILITY

The members, managers, officers, and agents of the Company shall not be held personally liable or responsible for any contracts, debts, or defaults of the Company while acting for or on behalf of the Company in any official and authorized capacity. The Company shall indemnify all its members, managers, officers, and agents and all its former members, managers, officers, and agents, to the fullest extent permitted by law.

ARTICLE X

PROHIBITION AGAINST PRIVATE BENEFIT


No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its members, officers, other private persons, or for-profit corporations, 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 Article II herein.

ARTICLE XI

AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members and in compliance with the other limitations in these Articles of Organization. No member shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

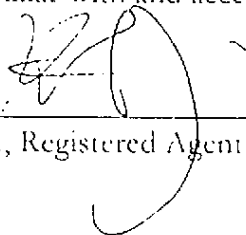
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes and with an effective date of this 4th day of December, 2024.



Russell A. Sibley, Jr. Authorized Representative

**ACCEPTANCE BY
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **TBNHS 905 CARLTON, LLC** at the place designated in this certificate, 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.



Russell A. Sibley, Jr., Registered Agent

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TALLAHASSEE, FLORIDA