

Mar. 18, 2005

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No. 570

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LIMITED LIABILITY AMENDMENT

HERITAGE NOB HILL APARTMENTS, L.C.

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**SECOND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
HERITAGE NOB HILL APARTMENTS, L.C.**

These Amended and Restated Articles of Organization are made for the purpose of amending and restating the Articles of Organization of Heritage Nob Hill Apartments, L.C., a limited liability company under the Florida Limited Liability Company Act, which Articles were previously filed in the Office of the Secretary of State of Florida on December 19, 1994, effective December 12, 1994, the document number of which is L94000000699, said Articles having been amended and restated and filed in the office of the Secretary of State of Florida and effective on October 20, 1997, the document number of which is L94000000699.

ARTICLE I

NAME

The name of this limited liability company is **HERITAGE NOB HILL APARTMENTS, L.C.** (the "Company").

ARTICLE II

PURPOSE

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: The nature of the business and of the purpose to be conducted and promoted by the Company, is to engage in the following activities:

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1. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with assets and real properties owned or acquired by the Company.
2. To exercise all powers enumerated in the Limited Liability Company Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE III

DURATION

The Company shall exist from December 12, 1994 until the earlier of 30 years from said date or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

ARTICLE IV

MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is 2901 West Busch Boulevard, Suite 901, Tampa, Florida 33617.

ARTICLE V

REGISTERED AGENT AND OFFICE

The name of the registered agent of the Company is VINCENT BEKIEMPIS, and the street address of the initial registered agent of the Company is 2901 West Busch Boulevard, Suite 901, Tampa, Florida 33617.

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ARTICLE VI

ADDITIONAL MEMBERS

Additional members to the Company may be admitted and membership interests may be transferred, but only if all the current members agree to the admission of the additional members and to the terms of admission and transfer.

ARTICLE VII

INDEMNIFICATION

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Company in the event that cash flow is insufficient to pay such obligations.

ARTICLE III

TERMINATION OF MEMBERSHIP AND DISSOLUTION

Upon the death, legal disability, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: To the extent permissible under applicable federal and state tax law, the vote of a majority-in-interest of the remaining members is sufficient to continue the life of the Company. If such vote is not obtained for so long as a mortgage lien exists on the Property the Company shall not liquidate the Property.

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without first obtaining approval of the mortgagee holding a first mortgage lien on the Property. Such holders may continue to exercise all of their rights under the existing security agreements or mortgages until the debt underlying the mortgage liens has been paid in full or otherwise completely discharged.

ARTICLE IX

MANAGEMENT OF THE COMPANY

The Company shall be managed by one or more managers in accordance with the Company's regulations. The Company shall be managed by the following person who shall serve as manager until his successor is elected and qualified:

Vincent Bekiempis
2901 West Busch Boulevard
Suite 901
Tampa, Florida 33617

ARTICLE X

VOTING

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: When acting on matters subject to the vote of the members, notwithstanding that the Company is not then insolvent, all of the members shall take into account the interest of the Company's creditors, as well as those of the members.

ARTICLE XI

REGULATIONS

The members shall have the power to adopt, alter, amend or repeal the regulations or the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

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The undersigned, being all of the members of the Company, have executed these Amended and Restated Articles of Organization effective as of the 19th day of March, 2005.


VINCENT BEKIEMPIS


HEIDI BEKIEMPIS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 18 day of March, 2005, before me personally appeared VINCENT BEKIEMPIS, known to me to be the person who executed the foregoing Amended and Restated Articles of Organization, and he acknowledged before me that he executed the same.



LISA MCKENDREE
MY COMMISSION # DD 293251
EXPIRES: October 13, 2007
Bonded Thru Budget Notary Services


NOTARY PUBLIC

My commission expires: 10/13/2007

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 18 day of March, 2005, before me personally appeared HEIDI BEKIEMPIS, known to me to be the person who executed the foregoing Amended and Restated Articles of Organization, and she acknowledged before me that she executed the same.



LISA MCKENDREE
MY COMMISSION # DD 293251
EXPIRES: October 13, 2007
Bonded Thru Budget Notary Services


NOTARY PUBLIC

My commission expires: 10/13/2007

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