



Florida
Affordable
Housing, Inc.

L95000000220

March 16, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: [REDACTED] (Glen Oaks of Tallahassee, D.C.)

Ladies and Gentlemen:

Enclosed are the following:

1. Original and duplicate original of Articles of Organization, Affidavit and Acceptance of Designation for Glen Oaks of Tallahassee, L.C.
2. Our check in the amount of \$346.25 as the filing fees; and
3. A self address envelope for return of stamped Articles and a Certificate of Good Standing as soon as possible.

Thank you.

Very truly yours,

Thomas G. Hinners

TGH/jln

enclosures

Crnan. Hinners GAVE

AUTHORIZATION BY PHONE TO

CORRECT 3-50

DATE 3-50

DOC. EXAM. AP/He

RECEIVED
MAR 17 1995
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

FILED
MAR 17 1995
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

Glen Oaks of Tallahassee, L.C.

1. Name. The name of the limited liability company is
Glen Oaks of Tallahassee, L.C.
2. Duration. The existence of the company shall commence on the date of filing of these Articles with the office of the Secretary of State of Florida and shall exist until December 31, 2048.
3. Principal Office. The mailing and street address of the principal office of the company is 499 Boynton Bay Circle, Boynton Beach, Florida 33435.
4. Registered Agent and Registered Office. The street address of the company's registered office is c/o Florida Affordable Housing, Inc., 499 Boynton Bay Circle, Boynton Beach, Florida 33435, and the name of the company's registered agent at such address is Brian J. Hinners.
5. Additional Members. Additional member of the company may be admitted upon the consent of all the members and under the terms and conditions set forth in the company's operating agreement, as amended from time to time.
6. Continuity. Upon the occurrence of an event which causes the termination of a member of the company, the remaining members of the company may continue the business of the company.
7. Management. The company shall be managed by its members. The names and street addresses of the managing members are:

Florida Affordable Housing, Inc.
499 Boynton Bay Circle
Boynton Beach, Florida 33435

and

Goodstein Development Corp.
242 East 51st Street
New York, New York 10022

Affidavit

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

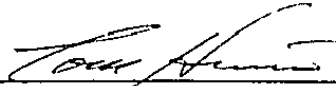
On this 13th day of March, 1995, Thomas G. Hinnors, the President of Florida Affordable Housing, Inc., came before me and did depose and say:

1. My name is Thomas G. Hinnors. I am the President of Florida Affordable Housing, Inc., one of the members of Glen Oaks of Tallahassee, L.C.

2. Glen Oaks ^{of Tallahassee, L.C.} has at least two members.

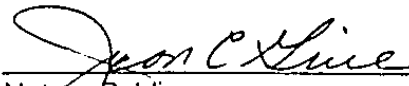
3. The following is the amount of cash and a description and the agreed value of property other than cash contributed by the members and the amount of assets anticipated to be contributed by each of the members of Glen Oaks, L.C.:

<u>Name of Member</u>	<u>Amount of Cash and/or Description and Value of Property Contributed</u>	<u>Anticipated Contribution</u>
FLORIDA AFFORDABLE HOUSING, INC.		\$50,000.00
GOODSTEIN DEVELOPMENT CORP.		\$50,000.00



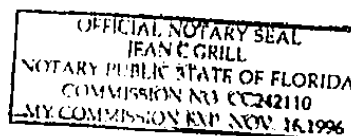
Thomas G. Hinnors

SWORN AND SUBSCRIBED BEFORE ME on the day and year first set forth above.



Notary Public

My Commission Expires: _____



IN WITNESS WHEREOF, these Articles of Organization are executed by one of the members of the Company.

ATTEST:

FLORIDA AFFORDABLE HOUSING, INC

David L. Brock
Secretary

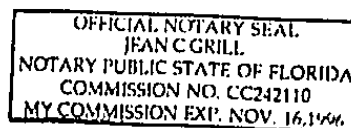
By: Thomas G. Hinners (SEAL)
Thomas G. Hinners, President

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On this 13th day of March, 1995, Thomas G. Hinners, the President of Florida Affordable Housing, Inc., came before me and did execute these Articles of Organization for Glen Oaks of Tallahassee, L.C.

Jean C. Grill
Notary Public

My Commission Expires: _____



Acceptance of Designation as Registered Agent

I, Brian J. Hinnors, do hereby accept the foregoing designation as registered agent for Glen Oaks, , and I am familiar with and accept the obligations of registered agent for that company.

Brian J. Hinnors
Brian J. Hinnors

FILED
95 MAR 17 11:42
FBI - MEMPHIS

L9500000220

(Requestor's Name)
499 Boynton Bay Circle
(Address)
Boynton Beach FL 33435
(City, State, Zip) (Phone #)
407 735-0777

OFFICE USE ONLY

500001465525
-04/26/95--01088--016
*****52.50 *****52.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Glen Oaks of Tallahassee, L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 APR 18 PM 4:34

FILED

Examiner's Initials

FILED
95 APR 18 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

OF

GLEN OAKS OF TALLAHASSEE, L.C.

1. Name. The name of the limited liability company is Glen Oaks of Tallahassee, L.C.

2. Duration. The existence of the company shall commence on the date of filing of these Articles with the office of the Secretary of State of Florida and shall exist until December 31, 2048.

3. Principal Office. The mailing and street address of the principal office of the company is 499 Boynton Bay Circle, Boynton Beach, Florida 33435.

4. Registered Agent and Registered Office. The street address of the company's registered office is c/o Florida Affordable Housing, Inc., 499 Boynton Bay Circle, Boynton Beach, Florida 33435, and the name of the company's registered agent at such address is Brian J. Hinners.

5. Additional Members. Additional members of the company may be admitted upon the consent of all the members and under the terms and conditions set forth in the company's operating agreement, as amended from time to time.

6. Continuity. Upon the occurrence of an event which causes the termination of a member of the company, the remaining members of the company may continue the business of the company.

7. Management. The company shall be managed by its members. The names of the managing members are Goodstein Development Corporation and Todd Borck. -499 Boynton Beach Cir., Boynton Beach, FL 33435

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization
are executed by one of the members of the Company.

ATTEST:

Barbara J. Borck
Secretary

By: Todd L. Borck (SEAL)
Todd Borck, Vice President

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On this 17th day of April, 1995, Todd Borck, came before me and did execute
these Amended and Restated Articles of Organization for Glen Oaks of Tallahassee,
L.C.

Mary F. Warner
Notary Public

My Commission Expires: 10-30-95

These Amended and Restated Articles of Organization were filed in
accordance with Chapter 608.411 of the Florida Statutes.



THE UNITED STATES
CORPORATION
COMPANY

L95000000220

ACCOUNT NO. : 072100000032

REFERENCE : 311280 10831B

AUTHORIZATION :

COST LIMIT : \$ 105.00

Patricia Papp

ORDER DATE : March 28, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 311280-005

100002126941--9

CUSTOMER NO: 10831B

CUSTOMER: Sandra Muilenburg, Legal Asst
Greenspoon Marder Hirschfeld
135 West Central, Suite 1100

Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: GLEN OAKS OF TALLAHASSEE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

corrected #6 address

*Per
Andrea*

6

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN -5 PM 4:00

FILED

6/4

*Amended
Restated
C.C.*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1997

CSC
TONYA
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: GLEN OAKS OF TALLAHASSEE, L.C.
Ref. Number: L9500000220

We have received your document for GLEN OAKS OF TALLAHASSEE, L.C. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

Amended and Restated Articles of Organization for a Limited Liability Company must include a Supplemental Affidavit of Capital Contributions. If there is an increase in the capital contributions the filing fee for this document is \$250, if the contributions are not changing, the fee for filing the Amended and Restated Articles is \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 897A00015853

RECEIVED
97 JUN -5 PM 12:16
DIVISION OF CORPORATION

SECOND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

OF

GLEN OAKS OF TALLAHASSEE, L.C.

FILED

97 JUN -5 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of the limited liability company is Glen Oaks of Tallahassee, L.C.

2. Duration. The existence of the company commenced on the date of filing of these Articles with the office of the Secretary of State of Florida which was March 17, 1995 and shall exist until December 31, 2048.

3. Principal Office. The mailing and street address of the principal office of the company is 499 Boynton Bay Circle, Boynton Beach, Florida 33435.

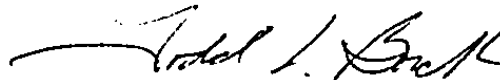
4. Registered Agent and Registered Office. The street address of the company's registered office is c/o Florida Affordable Housing, Inc., 499 Boynton Bay Circle, Boynton Beach, Florida 33435, and the name of the company's registered agent at such address is Todd Borck.

5. Continuity. Upon the occurrence of an event which causes the termination of a member of the company, the remaining members of the company may continue the business of the company.

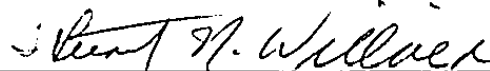
6. Management. The company shall be managed by its members. The names of the managing members are Todd Borck and Stuart Willner located at 499 Boynton Bay Circle, Boynton Beach, Florida 33435.

IN WITNESS WHEREOF, these Second Amended and Restated Articles of Organization are executed by the managing members of the Company.

ATTEST:



Todd Borck, Managing Member

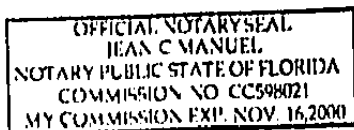


Stuart Willner, Managing Member

STATE OF FLORIDA

COUNTY OF Palm Beach

On this 26th day of March, 1997, Todd Borck, Managing Member, came before me and did execute these Second Amended and Restated Articles of Organization for Glen Oaks of Tallahassee, L.C.

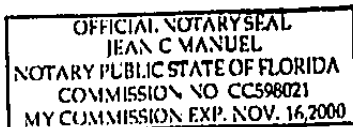


Jean C Manuel
Notary Public
My Commission Expires: 11/16/00

STATE OF FLORIDA

COUNTY OF Palm Beach

On this 26th day of March, 1997, Stuart Willner, Managing Member, came before me and did execute these Second Amended and Restated Articles of Organization for Glen Oaks of Tallahassee, L.C.

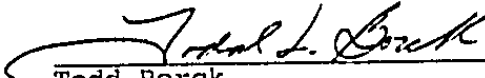


Jean C Manuel
Notary Public
My Commission Expires: 11/16/00

These amended and Restated Articles of Organization are being filed in accordance with Chapter 608.411 of the Florida Statutes.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Todd Bork, as registered agent appointed in accordance with the Second Amended and Restated Articles of Incorporation of Glen Oaks of Tallahassee, L.C., does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Florida law.


Todd Bork

("Registered Agent")

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of

GLEN OAKS OF TALLAHASSEE, L.C.

a limited liability company, executes this supplemental affidavit filed pursuant to section 608.412, Florida Statutes.

The total amount of the capital contributions of the members is \$100,000.00.
If contributions include other than cash, a description and agreed value of property
must be attached.

Dated June, 1997.

Todd L. Borck
Signature of a member or authorized representative of a member

Todd Borck

Typed or printed name of signer

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Filing fee: \$250.00
Certified copy: \$ 52.50 (optional)