

SENT BY:

L9600000055

1/10

1/12/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

2:31 PM

((H96000000645))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: GRIGER, KASDIN, HELLER & KUPENSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131-
CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000
FAX: (305) 372-0052

((H96000000645))

DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: WEST FLORIDA AFFORDABLE HOUSING PARTNERS, L.C.
FAX AUDIT NUMBER: H96000000645
DATE REQUESTED: 01/12/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$337.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 14:31:04
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 076030000723

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((H96000000645))

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1/12/96

FLORIDA DIVISION OF CORPORATIONS
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MIAMI FL 33131-
CONTACT: BEVERLY O RIEDY
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FA#: H96-645

ARTICLES OF ORGANIZATION
OF
WEST FLORIDA AFFORDABLE HOUSING PARTNERS, L.C.
a Florida Limited Liability Company

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.** The name of the Limited Liability Company is WEST FLORIDA AFFORDABLE HOUSING PARTNERS, L.C. (the "Company").
2. **PERIOD OF DURATION.** The period of duration of the Company shall be from the date of filing until the first to occur of the following: (a) December 31, 2030; or (b) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.
3. **PURPOSE.** The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

Keith J. Blum, Esq.
Geiger, Kasdin, Heller, Kuperstein,
Chambers & Well, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 0879185

FA#: H96-645

FAM: H96-645

4. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The street address and mailing address of the principal office of the Company is 462 South 4th Avenue, Suite 625, Louisville, Kentucky 40202.

5. REGISTERED AGENT. The name and address of the initial registered agent in Florida for the Company is: Robert S. Geiger, 1428 Brickell Avenue, 6th Floor, Miami, Florida, 33131.

6. ADDITIONAL MEMBERS. Members may admit additional members upon unanimous agreement of the then existing members.

7. CONTINUITY OF BUSINESS. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the consent of remaining members owning a majority-in-interest of the profits interests and of the capital interests of the Company.

8. MANAGEMENT. The Company shall be managed by a manager, as further provided in the Regulations of the Company. Except as authorized by the manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The names and addresses manager is as follows:

Stephen E. Poe
462 South 4th Avenue
Suite 625
Louisville, Kentucky 40202

FAM: H96-645

SENT BY:

1-12-06 1 15:44 1

GEIGER KASDIN +

1# 4/ 0

FA#: H96-645

Executed at Miami, Dade County, Florida on the 9th day of January, 1996.

WEST FLORIDA AFFORDABLE HOUSING
PARTNERS, L.C.

By:


Keith J. Blum,
Authorized Representative

FA#: H96-645

FA#: H96-645

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of WEST FLORIDA AFFORDABLE HOUSING PARTNERS, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 99.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 99.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

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

FA#: H96-645

J:\WORK\KUDCORP\WESTLAF

SENT BY:

1-12-96 15:44

GEIGER KARDIN -

19 0/ 0

FA#: H96-645

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: WEST FLORIDA AFFORDABLE
HOUSING PARTNERS, L.C.
2. The name and address of the registered agent and office is:

ROBERT S. GEIGER, ESQ.

(Name)

1428 BRICKELL AVENUE, 6TH FLOOR

(P.O. Box not acceptable)

MIAMI, FLORIDA 33131

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated
limited liability company at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in its 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.*


(Signature)

1/9/96
(Date)

FA#: H96-645

1AW0KKVUBCORPWISTFL.CER

SENT BY:

1-16-96

15:30

GEIGER KASDIN

L96000000055

1/16/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

3:31 PM

((H96000000775))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131- 83-

FAX: (904) 922-4000

CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000
FAX: (305) 372-0052

((H96000000775))

DOCUMENT TYPE: LIMITED LIABILITY AMENDMENT

NAME: WEST FLORIDA AFFORDABLE HOUSING PARTNERS, L.C.
FAX AUDIT NUMBER: H96000000775

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/16/1996

TIME REQUESTED: 15:08:05

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$113.75

ACCOUNT NUMBER: 076030000723

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((H96000000775))

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131- 83-

FAX: (904) 922-4000

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131- 83-

COPIES: 1
JAHN: Doris McDuffie
L. J. Hahn

From: Keith J. Blum, Esq.

SENT BY:

1-10-96 : 15:39 :

GEIGER KASDIN -

1# 2/ 2

FA# H96-775

**ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF**

WEST FLORIDA AFFORDABLE HOUSING PARTNERS, L.C.

The following amendment was adopted by the Members of WEST FLORIDA AFFORDABLE HOUSING PARTNERS, L.C. (the "Company") on January 16, 1996. The original Articles of Organization were filed on January 16, 1995 and assigned document number L95000000035.

AMENDMENT I

The name of the Company is: **WEST FLORIDA AFFORDABLE HOUSING PARTNERS, L. C.**

The name of the Company shall be changed to: **AFFORDABLE HOUSING ASSOCIATES, L. C.**

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 16th day of January, 1996.



Keith J. Blum, Authorized Representative

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-6000
Facsimile: (305) 372-0052
Florida Bar Number: 0879185

FA#: H96-775

JAWIKKJIBUUPAFFHOUSAOA

FILED
96 JAN 16 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SENT BY:

2-22-96

103

GEIGER

1 / 2

2/22/96

L96000000055

FLORIDA DIVISION OF CORPORATIONS

1:22 PM

PUBLIC ACCESS SYSTEM

((H96000002566))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

72-

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

FAX: (904) 922-4000

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H96000002566))

DOCUMENT TYPE: LIMITED LIABILITY AMENDMENT

NAME: AFFORDABLE HOUSING ASSOCIATES, L.C.

FAX AUDIT NUMBER: H96000002566

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/22/1996

TIME REQUESTED: 13:22:27

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 076030000723

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2/22/96

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1:22 PM

PUBLIC ACCESS SYSTEM

((H96000002566))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

72-

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

FAX: (904) 922-4000

PHONE: (305) 372-5000

FAX: (305) 372-0052

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66 FEB 22 PM 5:04
TALLAHASSEE, FL

FA#: H96-2566

**SECOND
ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
AFFORDABLE HOUSING ASSOCIATES, L.C.**

FILED
96 FEB 22 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following second amendment was adopted by the Members of AFFORDABLE HOUSING ASSOCIATES, L.C. (the "Company") on FEBRUARY 22, 1996. The original Articles of Organization were filed on January 16, 1996 and assigned document number L96000000055. A first amendment was filed on January 16, 1996.

AMENDMENT I

Article 8 of the Articles of Organization, shall be deleted and replaced with the following:

8. **MANAGEMENT.** The Company shall be managed by a manager, as further provided in the Regulations of the Company. Except as authorized by the manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The name and address of the manager is as follows:

Gordon Howard
Grosvenor Trust Company Limited
Airlie House, 33 Church Street
Hamilton HM12, Bermuda

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 22nd day of February, 1996.



Keith J. Blum, Authorized Representative

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMBERS & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 0879185

FA#: H96-2566

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5-2001 11:40

GEIGER, KASDIN

1 / 2

5/02/96

FLORIDA DIVISION OF CORPORATIONS

11:32 AM

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((H96000006230)))

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TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

FAX: (904) 922-4000

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H96000006230)))

DOCUMENT TYPE: LIMITED LIABILITY AMENDMENT

NAME: AFFORDABLE HOUSING ASSOCIATES, L.C.

FAX AUDIT NUMBER: H96000006230

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/02/1996

TIME REQUESTED: 11:32:42

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

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ACCOUNT NUMBER: 076030000723

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5/02/96

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11:32 AM

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((H96000006230)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

FAX: (904) 922-4000

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H96000006230)))

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FLORIDA DIVISION OF CORPORATIONS

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MAY -2 PM 4:26
TALLAHASSEE, FLORIDA

SENT BY:

5- 2-00 : 14:40 :

GEIGER KASDIN --

2/ 2

FA# H96-6230

FILED

**SECOND ARTICLES OF AMENDMENT
OF**

96 MAY -2 PM 4: 26

ARTICLES OF ORGANIZATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

AFFORDABLE HOUSING ASSOCIATES, L.C.

The following amendment was adopted by the Members of AFFORDABLE HOUSING ASSOCIATES, L.C. (the "Company") on May 1, 1996. The original Articles of Organization were filed on January 16, 1996 and assigned document number L96000000055.

FIRST

The name of the Company is: **AFFORDABLE HOUSING ASSOCIATES, L.C.**

The name of the Company shall be changed to: **WEST FLORIDA
AFFORDABLE HOUSING PARTNERS, L. C.**

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 1st day of MAY, 1996.



Keith J. Blum, Authorized Representative

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 879185

FA# H96-6230

j:\work\kjb\corp\afford.ass



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

1201 HAYS STREET

MIAMI, FL 33131

904-251-1071

904-251-1093 FAX

800-344-8086

L 9600000055

ACCOUNT NO. : 072100000032

REFERENCE : 960944-149395A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 52.50

ORDER DATE : May 21, 1996

ORDER TIME : 9:12 AM

ORDER NO. : 960944

CUSTOMER NO: 149395A

500001846325

CUSTOMER: Beatriz M. Capote, Esq-149395a
Beatriz M. Capote, P.a.
17th Floor
1101 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: WEST FLORIDA AFFORDABLE
HOUSING PARTNERS, L.C.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MICHELLE BAILEY

EXAMINER'S INITIALS:

FILED

96 MAY 21 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC KPB
5/31

**FOURTH
ARTICLES OF AMENDMENT OF
ARTICLES OF ORGANIZATION OF
WEST FLORIDA AFFORDABLE HOUSING PARTNERS, L.C.**

The following fourth amendment was adopted by the Members of WEST FLORIDA AFFORDABLE HOUSING PARTNERS, L.C. (the "Company") on May 24, 1996. The original Articles of Organization were filed on January 16, 1996 and assigned document number L96000000055. A first amendment was filed on January 16, 1996, a second amendment was filed on February 22, 1996, and a third amendment was filed on May 2, 1996.

AMENDMENT 1

The name of the Company is: WEST FLORIDA AFFORDABLE HOUSING PARTNERS, L.C.

The name of the Company shall be changed to: AFFORDABLE HOUSING ASSOCIATES, L.C.

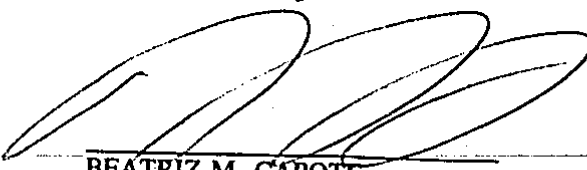
AMENDMENT 2

Article 8 of the Articles of Organization, shall be deleted and replaced with the following:

8. **MANAGEMENT.** The Company shall be managed by a manager, as further provided in the Regulations of the Company. Except as authorized by the manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The name and address of the manager is as follows:

Baron Capital XVI, Inc.
28050 U.S. Highway 19 North
Suite 301
Clearwater, FL 34621

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 24 day of May, 1996.


BEATRIZ M. CAPOTE
Authorized Representative

L96000000055

Beatriz M. Capote PA
Requestor's Name
1101 Brickell Ave.
Address
Miami FL 33131
City/State/Zip Phone #

800001942698
-09/09/95--01060--018
*****52.50 *****52.50

Office Use Only

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

1. _____
(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 checked="" 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

FILED
96 SEP -9 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 9/3

**FIFTH
ARTICLES OF AMENDMENT OF
ARTICLES OF ORGANIZATION OF
AFFORDABLE HOUSING ASSOCIATES, L.C.**

The following fifth amendment was adopted by the Members of AFFORDABLE HOUSING ASSOCIATES, L.C. (the "Company") on September 5, 1996. The original Articles of Organization were filed on January 16, 1996 and assigned document number L96000000055. A first amendment was filed on January 16, 1996, a second amendment was filed on February 22, 1996, a third amendment was filed on May 2, 1996, and a fourth amendment was filed on May 21, 1996.

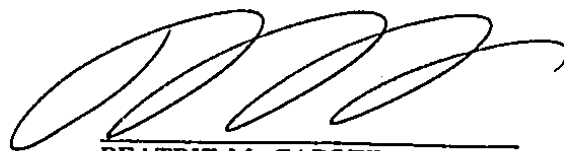
AMENDMENT 1

Article 8 of the Articles of Organization, shall be deleted and replaced with the following:

8. **MANAGEMENT.** The Company shall be managed by a manager, as further provided in the Regulations of the Company. Except as authorized by the manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The name and address of the manager is as follows:

Stephen E. Poe
462 South 4th Avenue, Suite 625
Louisville, KY 40202

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 5th day of September, 1996.



BEATRIZ M. CAPOTE
Authorized Representative

BNC\BARON\PALMBAY\AMENDMEN.LC/3

FILED
96 SEP -9 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/16/97

L96000000055

2:39 PM

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000009560 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: AFFORDABLE HOUSING ASSOCIATES, L.C.
AUDIT NUMBER.....H97000009560
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..1
CERT. COPIES.....1

PAGES..... 1
DEL.METHOD.. FAX
EST.CHARGE.. \$96.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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6/16/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:39 PM

((H97000009560 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: AFFORDABLE HOUSING ASSOCIATES, L.C.
AUDIT NUMBER.....H97000009560
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..1
CERT. COPIES.....1

PAGES..... 1
DEL.METHOD.. FAX
EST.CHARGE.. \$96.25

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PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:39 PM

((H97000009560 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

SENT BY:

6-10-97 : 4:23PM :

GEIGER KASDIN - Department of State# 1/ 2

6/10/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:19 PM

((H97000009560 8))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A. ACCT#: 076030000723
CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000 FAX #: (305)372-0052

NAME: AFFORDABLE HOUSING ASSOCIATES, L.C.
AUDIT NUMBER.....H97000009560
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..1 PAGES..... 1
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$96.25

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PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

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((H97000009560 8))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A. ACCT#: 076030000723
CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000 FAX #: (305)372-0052

NAME: AFFORDABLE HOUSING ASSOCIATES, L.C.
AUDIT NUMBER.....H97000009560
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..1 PAGES..... 1
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$96.25

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** ENTER 'M' FOR MENU. **

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1997

AFFORDABLE HOUSING ASSOCIATES, L.C.
462 SOUTH 4TH AVENUE STE 625
LOUISVILLE, KY 40202

SUBJECT: AFFORDABLE HOUSING ASSOCIATES, L.C.
REF: L96000000055

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The fee to file this document is \$52.50. For each certified copy requested, please add an additional \$52.50.

✓ Please entitle your document **Certificate of Amendment. WE DO NOT FILE CORRECTIVE ARTICLES OF AMENDMENT.**

The date of filing the Articles of Organization was January 16, 1996. Please correct your document accordingly.

The date is incomplete in the signature paragraph.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000009560
Letter Number: 097A00031467

FA# H97-9560

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
AFFORDABLE HOUSING ASSOCIATES, L.C.**

The following amendment was adopted by the Members of AFFORDABLE HOUSING ASSOCIATES, L.C. (the "Company") on June 5th, 1997. The original Articles of Organization were filed on January 16, 1996 and assigned document number L9600000055.

AMENDMENT I

Article 8 of the Articles of Organization, as previously amended, shall be deleted and replaced with the following:

8. MANAGEMENT. The Company shall be managed by one or more managers, as further provided in the Regulations of the Company. Either manager, acting alone, shall have the authority to bind the Company. Except as authorized by a manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The names and addresses of the managers are as follows:

Gregory K. McGrath
7795 Cooper Road
Cincinnati, Ohio 45242

Stephen Poe
462 S. 4th Ave., Suite 625
Louisville, KY 40402

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Amendment this 16th day of June, 1997.



Keith J. Blum, Authorized Representative

Ary Choueka, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052

Florida Bar Number: 836680
FA#: H97-9560
J:\WORK\AC\CLIENT\AFFORDABLE\CORPORATE\AMD-ARTI

JUN 16 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SENT BY:

10-22-97 : 3:40PM :

GEIGER KASDIN - Department of State# 1/ 2

L96000000055

10/22/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:53 PM

((H97000017592 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: AFFORDABLE HOUSING ASSOCIATES, L.C.

AUDIT NUMBER.....H97000017592

DOC TYPE.....LIMITED LIABILITY AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$105.00

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97 OCT 22 PM 4:43
TALLAHASSEE, FLA

CM

FA# H97-17592

**ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION OF
AFFORDABLE HOUSING ASSOCIATES, L.C.**

The following amendment was adopted by the Members of Affordable Housing Associates, L.C. (the "Company") on October 22, 1997. The original Articles of Organization were filed on January 16, 1996 and assigned document number L96000000055.

AMENDMENT I

Article 8 of the Articles of Organization, as previously amended, shall be deleted and replaced with the following:

8. **MANAGEMENT.** The Company shall be managed by a manager, as further provided in the Regulations of the Company. Except as authorized by a manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The name of the manager is as follows:

Gregory K. McGrath
7826 Cooper Road
Cincinnati, Ohio 45242

WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 22nd day of October, 1997.



Robert S. Geiger, Authorized Representative

Robert S. Geiger, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Ave., 6th Floor
Miami, Florida 33131
Telephone: 305-372-3000
Facsimile: 305-372-0052
Florida Bar Number: 192208

FA# H97-17592