



THE UNITED STATES CORPORATION COMPANY

L98000001498

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REFERENCE : 931113 1299A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : August 18, 1998
ORDER TIME : 11:43 AM
ORDER NO. : 931113-010
CUSTOMER NO: 1299A

CUSTOMER: Scott M. Covell, Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
Suite 800
125 West Romana Street
Pensacola, FL 32501

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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DOMESTIC FILING

NAME: TAX CREDIT SENIOR PROPERTIES, L.L.C.

Handwritten number 5 in a circle

FILE SECOND

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\*\*\*\*337.50 \*\*\*\*337.50

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

Handwritten initials and date 8/18/98

**ARTICLES OF ORGANIZATION OF  
TAX CREDIT SENIOR PROPERTIES, L.L.C.**

The undersigned, RICHARD H. TOURTELOT, a natural person competent to contract, hereby presents these Articles Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

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**ARTICLE I**

The name of the limited liability company is:

TAX CREDIT SENIOR PROPERTIES, L.L.C.

**ARTICLE II - PRINCIPAL OFFICE ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 1333 LaPaz Street, Pensacola, Florida 32501.

**ARTICLE III - PURPOSES AND POWERS**

This limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

**ARTICLE IV - TERM OF EXISTENCE**

This limited liability company shall have perpetual existence.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this limited liability company shall be 1201 Hayes Street, Tallahassee, FL 32301, and the name of the initial registered agent of this limited liability company at that address is Corporation Service Company.

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**ARTICLE VI - MANAGEMENT**

This limited liability company shall be managed by one (1) member. The name and address of the managing member who shall serve as the initial manager until his successor is elected and qualifies in accordance with the regulations of this limited liability company is as follows:

Richard H. Tourtelot  
196 Technology Drive, Suite D  
Irvine, CA 92618

**ARTICLE VII - CAPITAL CONTRIBUTIONS**

Capital contributions totaling One Hundred and No/100 Dollars (\$100.00) shall be contributed to the limited liability company by the initial members as of formation of this limited liability company.

**ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS**

Members owning a majority in interest shall have the right to admit new members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

**ARTICLE IX - MEMBERS RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members owning a majority in interest shall have the right to continue the business.

**ARTICLE X - RESTRICTION ON MEMBERSHIP**

A member's interest in the limited liability company may not

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be sold or otherwise transferred except with written consent of the members owning a majority in interest.

**ARTICLE XI - COMMENCEMENT OF EXISTENCE**

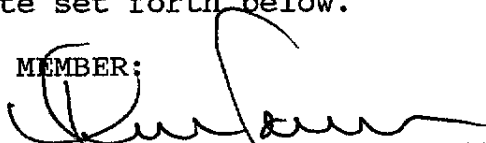
The date for commencement of this limited liability company's existence shall be the date these articles are filed with the Secretary of State.

**ARTICLE XII - AMENDMENT**

This limited liability company reserves the right to amend these Articles of Organization or any amendment thereto from time to time in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on the date set forth below.

MEMBER:

  
\_\_\_\_\_  
RICHARD H. TOURTELOT

Date: August 14, 1998

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of TAX CREDIT SENIOR PROPERTIES, L.L.C. Further, I am familiar with and accept the duties and obligations of such designation.

CORPORATION SERVICE COMPANY

  
\_\_\_\_\_  
Karen B. Rozar, Asst. Sec.  
Corporation Service Company (Print name)

Date: 8/18, 1998

STATE OF CALIFORNIA )  
  :  
COUNTY OF ORANGE )

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AFFIDAVIT


BEFORE ME, the undersigned, personally appeared RICHARD H. TOURTELOT, the managing member of TAX CREDIT SENIOR PROPERTIES, L.L.C., a Florida limited liability company, hereinafter "Company" who upon being duly sworn, certified as follows:

1. The Company has at least one (1) member.
2. The total actual amount of cash contributed by the members as of the date of formation of the Company is One Hundred and No/100 Dollars (\$100.00).
3. No other property has been contributed to the Company as of formation.
4. The members do not anticipate making additional contributions to the Company at this time.
5. The total amount of all contributions referred to herein is One Hundred and No/100 Dollars (\$100.00).

FURTHER AFFIANT SAYETH NOT.

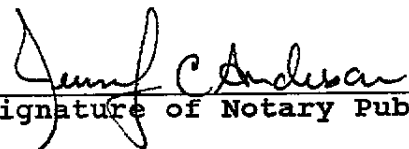
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

MANAGING MEMBER:

  
\_\_\_\_\_  
RICHARD H. TOURTELOT

SWORN TO AND SUBSCRIBED before me this 14 day of August, 1998, by RICHARD H. TOURTELOT, who ( ) is personally known to me, or (X) has produced Florida Drivers Licence as identification, bearing identification number 1634-748-38-3270.



  
\_\_\_\_\_  
[Signature of Notary Public]  
Jennifer C. Anderson  
\_\_\_\_\_  
[Print, Type, or Stamp Name of Notary Public]

[NOTARIAL SEAL]

Commission Number: Oct 9, 1999  
My Commission Expires: