

# L98000003019

## Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

100002703051--8  
-12/04/98--01044--014  
\*\*\*\*326.00 \*\*\*\*326.00

CORPORATION(S) NAME

100002703051--8  
-12/04/98--01044--015  
\*\*\*\*\*11.50 \*\*\*\*\*11.50

TLC, L.C. L98-3019

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

50 DEC-4 PM 11:40

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Name \_\_\_\_\_  
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Verifier MAK  
Acknowledgement MAK  
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12/04/98

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DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION  
OF  
TLC, L.C.  
A LIMITED LIABILITY COMPANY**

The undersigned subscribed to these Articles of Organization to form a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I  
NAME**

The name of this limited liability company shall be TLC, L.C. (the "Company").

**ARTICLE II  
PURPOSE**

The Company is organized to engage in community development activities, including the construction or rehabilitation and sale of single-family housing which is affordable to low- and moderate-income persons, and any and all other lawful activity or business.

**ARTICLE III  
DURATION**

The existence of the Company shall begin on the date of the filing of these Articles of Organization. The Company's existence shall be perpetual.

**ARTICLE IV  
PRINCIPAL OFFICE**

The street address and mailing address of the principal office for the conduct of business of the Company shall be FL9-001-09-03, 50 North Laura Street, Jacksonville, Florida 32202. The Members of the Company may, from time to time, move the principal office to other addresses.

**ARTICLE V  
REGISTERED AGENT AND OFFICE**

The name and address of the registered agent for service of process on the Company is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33224.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE VI  
MEMBERS**

The initial and existing Member of the Company is NationsBank Community Development Corporation, a North Carolina corporation qualified to transact business in Florida. From time to time, additional Members may be admitted upon the unanimous consent of the then-existing Member(s).

**ARTICLE VII  
DISSOLUTION**

This Company shall be dissolved in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of this Company, or the occurrence of any other event which terminates the Membership of a Member of this Company unless all the then-existing Member(s) vote in writing to continue the existence of the Company.

**ARTICLE VIII  
MANAGEMENT**

The business of the Company shall be conducted, carried on, and managed by a Member of the Company (the "Managing Member") who shall serve as a manager acting pursuant to Chapter 608, Florida Statutes, and pursuant to the Regulations of the Company, which regulations shall serve as the operating agreement for the Company pursuant to Chapter 608.422, Florida Statutes. The name and address of the initial Managing Member, who shall serve until its successor is elected in accordance with the regulations of the Company, is NationsBank Community Development Corporation, FL9-001-09-03, 50 North Laura Street, Jacksonville, Florida 32202.

**IN WITNESS WHEREOF**, each of the undersigned officer of NationsBank Community Development Corporation has executed these Articles of Organization this 16<sup>th</sup> day of November, 1998.

**NATIONS BANK COMMUNITY  
DEVELOPMENT CORPORATION**

By: Mary E. Sorge  
Mary E. Sorge,  
Its: Senior Vice President

### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such a position.

CT CORPORATION SYSTEM  
1200 South Pine Island Road  
Plantation, FL 33224  
Registered Agent

By: Connie Bryan

Dated: 12/4/98

**CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION**

STATE OF FLORIDA

COUNTY OF DUVAL

Mary E. Sorge, being duly sworn, deposes and says:

1. That Mary E. Sorge is a Senior Vice President and a duly authorized representative of NationsBank Community Development Corporation, a Member of the Company.
2. That the Company's initial Member is, to-wit: NationsBank Community Development Corporation, a North Carolina corporation qualified to transact business in Florida.
4. That the Member of the Company has contributed One Hundred and No/100 Dollars (\$100.00) to the capital of the Company, as follows: *The company has at least one member:*

NationsBank Community Development Corporation	\$ 100.00
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5. That the agreed value, if any, of property, other than cash contributed by Member, is zero. - 0 -

6. That the total amount of cash and property contributed and anticipated to be contributed by Member is: \$ 100.00

Total Contribution      \$ 100.00

7. That the Member of the Company may contribute additional capital to the Company as shall be agreed and approved in writing by the Member from time to time as the Member shall unanimously determine to be necessary and desirable for the conduct of the business and purposes of the Company.

**AND FURTHER AFFIANT SAYETH NAUGHT.**

**NATIONSBANK COMMUNITY  
DEVELOPMENT CORPORATION**

By: *Mary E. Sorge*  
Mary E. Sorge,  
Its: Senior Vice President

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of November, 1998, by Mary E. Sorge, as Senior Vice President of NATIONSBANK COMMUNITY DEVELOPMENT CORPORATION, a North Carolina corporation authorized to transact business in the State of Florida, who has produced a Florida driver's license as identification.



BARBARA L. KINGSLEY  
COMMISSION # CC 451785  
EXPIRES APR 9, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Barbara L. Kingsley  
Print Name: Barbara Kingsley  
Notary Public, State of Florida at Large  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_