

L9900000/064

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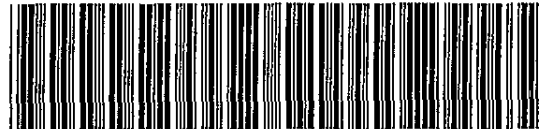
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DIVISION OF CORPORATIONS

L99-1064
OK



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 14, 2004

BONNIE CHAFIN
3060 PEACHTREE ROAD, N.W., SUITE 900
ATLANTA, GA 30305

SUBJECT: PALMS WEST HOUSING FOUNDATION, L.L.C.
Ref. Number: L99000001064

We have received your document for PALMS WEST HOUSING FOUNDATION, L.L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific and cannot be more than 90 days after the date of receipt.

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 (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 804A00024527

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*Housing and
Long-term Care Providers*

Bonnie K. Chafin, Administrative Assistant
Direct Dial: (404) 760-3436
Direct Fax: (404) 760-3443
bchafin@rhanet.org

March 29, 2004

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

Re: Palms West Housing Foundation, L.L.C.

Dear Sir or Madam:

Enclosed please find Articles of Amendment to Articles of Organization of Palm West Housing Foundation, L.L.C. along with our check totaling \$25 representing your fees. I have included a self-addressed stamped envelope for your convenience in returning the filed amended articles to me.

Thank you for your assistance.

Sincerely,

Bonnie K. Chafin
Administrative Assistant

Enclosure

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04 APR 21 PM 1:00

PETER M. WRIGHT

Attorney at Law
One Buckhead Plaza, Suite 900
3060 Peachtree Road, N.W.
Atlanta, GA 30305
Telephone: (404) 760-3433
Facsimile: (404) 760-3443
pwright@rhanet.org

April 20, 2004

Ms. Tammi Cline
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

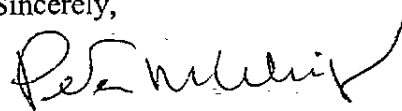
Re: Articles of Amendment to Articles of Organization of Palms West housing
Foundation, L.L.C.

Dear Ms. Cline:

I am enclosing herewith the above-referenced Articles of Amendment which I previously tried to file. You returned this document to me stating that "Pursuant to Section 608.409(2), Florida Statutes, the effective date must be specific and cannot be more than 90 days after the date of receipt."

In the first place, the section your referenced does not apply to articles of amendment, but instead only to original articles of organization. Second, this section relates only to situations where the Articles of Organization specify a delayed effective time and date, which these do not. Third, Florida Statute Section 608.411 does not require articles of amendment to specify an effective date at all. Accordingly, I would appreciate it if you would accept the Articles as filed, as the stated date of the amendment is extremely important to us, even though it may be argued that that is not binding on third parties. In the event that your department still declines to accept the Articles of Amendment as filed, I am enclosing herewith signed alternative Articles of Amendment stating that they are effective on the date of receipt thereof by the Secretary of State. Please file this alternative set only if you once again reject the original Articles of Amendment as submitted by us as unsuitable for filing.

Sincerely,



Peter M. Wright

PMW/bkc
Enclosure
Palms West/Amended Articles Letter

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ARTICLES OF AMENDMENT
to
ARTICLES OF ORGANIZATION
of
PALMS WEST HOUSING FOUNDATION, L.L.C.

The undersigned, being the sole member of Palms West Housing Foundation, L.L.C. (the "Company") prior to the adoption of these Articles of Amendment, hereby files these articles of amendment for the purpose of amending the Articles of Organization of the Company (the "Articles").

1. The name of the company is Palms West Housing Foundation, L.L.C.
2. The date the Articles were filed was February 25, 1999.
3. Articles II of the Articles is hereby amended to change the words "Suite 1150" appearing therein to "Suite 900."
4. Article VI of the Articles is hereby amended to change the sole member of the corporation from RHA/Housing, Inc. to RHA/Affordable Housing III, Inc., a Georgia non-profit corporation, whose address is:

RHA/Affordable Housing III, Inc.
One Buckhead Plaza, Suite 900
3060 Peachtree Road NW,
Atlanta GA 30305

6. These Articles of Amendment shall be effective from and after the date they are received for filing by the Secretary of State of Florida.

IN WITNESS WHEREOF, RHA/Housing, Inc., the sole member of the Company prior to the adoption of these Articles of Amendment, hereby executes these Articles of Amendment to Articles of Organization of Palms West Housing Foundation, L.L.C., this the 20th day of April, 2004.

RHA/Housing, Inc., outgoing sole member

By: _____

John R. West, Vice President

Accepted and Agreed to:

RHA/Affordable Housing III, Inc., new sole member

By: _____

John R. West, Vice President

04 APR 21 PM 1:00

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