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March 22, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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***285.00 ***285.00

Re.: Articles of Organization
Designation of Registered Agent/Office
Fairway View Associates, L.L.C.
Our file no.: 98-166

Dear Sir/Madam:

Enclosed please find:

1. Articles of Organization; (original and copy)
2. Certificate of Designation of Registered Agent/Registered Office; (original and copy)
3. Check for TWO HUNDRED EIGHTY-FIVE AND NO/100 (\$285.00) for filing fee for Designation of Registered Agent (\$35.00) and filing fee for Articles of Organization (\$250.00)

as well as a self-addressed stamped envelope for your convenience in providing the undersigned with file stamped copies of the Certificate designating registered agent, Articles of Organization, and the applicable charter number for this limited liability company.

Thanking you in advance for your prompt attention. Please do not hesitate to contact me if you have any questions regarding this matter.

Very truly yours

COLODNY, FASS & TALENFELD

Wendy Beck

Wendy Beck

Enclosure

99 MAR 25 PM 11:47
RECEIVED

Call when ready
508-8405
Fred.

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Name	CR 328
Availability	CR
Dr. [unclear]	CR
Exempt	CR
Other	CR
Verifier	CR
Amount	CR

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ARTICLES OF ORGANIZATION

ARTICLE I

The name of the Limited Liability Company is FAIRWAY VIEW ASSOCIATES, L.L.C.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is:

FAIRWAY VIEW ASSOCIATES, L.L.C.
2200 East 4th Ave.
Hialeah, FL 33013

ARTICLE III

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV

The Limited Liability Company is to be managed by a Managing Member (as defined by the Florida Statutes) and the name and address of such Managing Member who is to serve as manager is:

John J. Brunetti, Sr.
2200 East 4th Ave.
Hialeah, FL 33013

ARTICLE V

The right, if given, of the members to admit additional members and the terms and the conditions of the admissions shall be upon the consent of all of the Members.

ARTICLE VI

The right, if given, of the remaining, members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminated the continued membership of a member in the limited liability company shall be as set forth in the Operating Agreement of Fairway View Associates, L.L.C.

ARTICLE VII

The undersigned member or authorized representative of a member of FAIRWAY VIEW ASSOCIATES, L.L.C. certifies:

1. the above named limited liability company has at least one

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- (v) A change in the Manager or pre-approved Successor Manager of the Company; or
 - (vi) Any change in a guarantor of any obligation to the Secretary.
 - (b) The Company is authorized to execute a note, mortgage and security agreement in order to secure a loan to be insured by the Secretary and to execute the Regulatory Agreement and other documents required by the Secretary in connection with the HUD-insured loan.
 - (c) Any incoming member must as a condition of receiving an interest in the Company agree to be bound by the note, mortgage, security agreement, the Regulatory Agreement and any other documents required in connection with the HUD-insured loan to the same extent and on the same terms as the other members.
 - (d) Notwithstanding any other provisions of the Operating Agreement or the Articles of Organization, upon any dissolution, no title or right to possession and control of the Project, and no right to collect the rents from the Project, shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to the Secretary.
 - (e) Notwithstanding any other provisions of this Operating Agreement or the Articles of Organization, in the event that any provision of this Operating Agreement or the Articles of Organization conflicts with the Regulatory Agreement, the provision of the Regulatory Agreement shall control.
 - (f) So long as the Secretary or the Secretary's successors or assigns is the insurer or holder of the note on the Project, the Company may not voluntarily be dissolved without the prior written approval of the Secretary.
 - (g) The members, and any assignee of a member, agree to be liable in their individual capacities to HUD with respect to the following matters:
 - (i) For funds or property of the Project coming into their hands, which by the provisions of the Regulatory Agreement, they are not entitled to retain; and
 - (ii) For their own acts and deeds, or acts and deeds of others which they have authorized, in violation of the provisions of the Regulatory Agreement.

- member;
2. the total amount of cash contributed by the member(s) is \$1,480,000.00;
 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); and
 4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1,480,000.00.

JKH
Signature of a member or authorized representative of a member.

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

John J. Brunetti, Sr.

Name of Signee

ARTICLE VIII

HUD Requirements. The members acknowledge that Fairway View Associates, LLC will be named mortgagor on a HUD mortgage. As such, the members agree to the following:

- (a) So long as the Secretary of The Department of Housing and Urban Development ("Secretary") or the Secretary's successors or assigns is the insurer or holder of the note secured by the mortgage on Fairway View Apartments, FHA Project number 066-35214-PM in Miami-Dade County, Florida (the "Project"), no amendment to the Articles of Organization or the Company's Operating Agreement dated MAR 15, 1999 (the "Operating Agreement") that results in any of the following will have any force or effect without the prior written consent of the Secretary:
 - (i) Any amendment that modifies the term of the Company;
 - (ii) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional member;
 - (iii) Any amendment that in any way affects the note, mortgage or security agreement on the Project or the Regulatory Agreement between HUD and the Company;
 - (iv) Any amendment that would authorize any member other than the Manager or pre-approved Successor Manager to bind the Company for all matters concerning the project which require HUD's consent or approval;

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**CERTIFICATE 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: FAIRWAY VIEW ASSOCIATES, L.L.C.

2. The name and the Florida street address of the registered agent are:

JOHN J. BRUNETTI, SR.

NAME

2200 EAST 4th AVENUE

Florida street address (P. O. Box NOT ACCEPTABLE)

HIALEAH, FL 33013

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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 this 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.

JOHN J. BRUNETTI

SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent