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REFERENCE : 153140 4812609

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 125.00

ORDER DATE : May 16, 2001

ORDER TIME : 9:32 AM

ORDER NO. : 153140-005

CUSTOMER NO: 4812609

CUSTOMER: Ms. Jenn Coletti
Holland & Knight LLP
10 St. James Avenue
11th Floor
Boston, MA 02116

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 17 AM 10:05
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000004242320--2

NAME: THE HOUSING TRUST OF AMERICA,
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

APPROVED
AND
FILED
01 MAY 17 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: *JD*

5-17-01

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

1. The Housing Trust of America, LLC
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 65-1091350
(FEI number, if applicable)

4. August 30, 2000
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to
exist or "perpetual")

6. 1-2-01
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.355, F.S.))

7. 3225 Aviation Avenue, Suite 700

Coconut Grove, Florida 33133

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Wallace

Wally L. Scruggs, Jr., 6851 Oak Hall Lane, Suite 100, Columbia, MD 21045

Nandy E. Rieger, 3225 Aviation Ave., Suite 700, Coconut Grove, FL 33133

Stewart Marcus, 3225 Aviation Ave., Suite 700, Coconut Grove, FL 33133

Josan Leigh, 1210 Hill-N-Dale So., Tallahassee, Florida 32311

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

See Attachment "A"

Wallace L. Scruggs

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)

Wallace L. Scruggs

Typed or printed name of signer

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TALLAHASSEE, FLORIDA

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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:

THE HOUSING TRUST OF AMERICA, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL

32301

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 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 as provided for in Chapter 608, F.S..

Deborah D. Skipper

(Signature)

Deborah D. Skipper
Asst. Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

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Attachment "4"

Section 2.5 Purposes and Character of Business; Powers

(a) The purposes and character of the business of the Company are to transact any or all lawful business for which limited liability companies may be organized under the Act, including but not limited to:

- (1) to act as a developer in connection with the development of affordable multi-family housing projects which qualify for low income housing tax credits under Section 42 of the Code, throughout the United States but excluding Florida (the "Permitted Area");
- (2) to acquire, hold, lease, manage, finance, own, develop, maintain, operate or improve facilities within the Permitted Area;
- (3) to establish, acquire or invest in partnerships, corporations, joint ventures, limited liability companies, associations, trusts and other entities engaged in all or any of the foregoing activities;
- (4) to acquire, hold, lease, own, develop or improve all or any portion of any property required in connection with the foregoing activities, including, but not limited to, any equity or debt instruments;
- (5) to purchase or otherwise acquire an interest in all or any portion of any real or personal property in connection with the foregoing activities;
- (6) to incur financing to acquire, develop, or improve any real or personal property in connection with the foregoing activities;
- (7) to obtain permanent or additional financing for any property held by the Company;
- (8) to mortgage, sell, lease, assign, transfer, exchange or otherwise encumber or dispose of all of the property of the Company, or any portion thereof or interest therein;

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- (9) to make any investment and expenditure, to borrow money and to take any and all other actions which are incidental or reasonably related to any of the specific purposes recited above; and
- (10) to do any and all things necessary or desirable to carry out the foregoing activities and any other activity contemplated by this Agreement.

(b) The Company shall have any and all powers which are necessary or desirable to carry out the purposes and business of the Company. The Company shall carry out the foregoing activities pursuant to the arrangements set forth in this Agreement.

(c) In no event shall the Company act as a developer or otherwise be involved with Affordable Housing Projects within the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE HOUSING TRUST OF AMERICA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

APPROVED
AND
FILED

01 MAY 17 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3270472 8300

AUTHENTICATION: 1124390

010223504

DATE: 05-09-01