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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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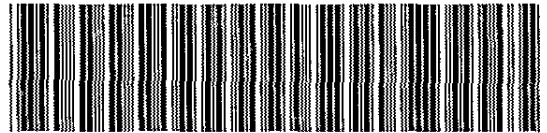
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF REGISTRATIONS
TALLAHASSEE, FLORIDA

[Handwritten signature]



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 464149 7142577
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 125.00

04 MAR - 1 PM 3:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 27, 2004

ORDER TIME : 9:52 AM

ORDER NO. : 464149-010

CUSTOMER NO: 7142577

CUSTOMER: Mr. Paul Markwardt
Winthrop & Weinstine
Suite 3500
225 South Sixth Street
Minneapolis, MN 55402-4629

FOREIGN FILINGS

****FILE FIRST****

NAME: SAILBOAT BEND, LLC

XXXX QUALIFICATION (TYPE: LLP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Sailboat Bend, LLC
(Name of foreign limited liability company)
2. Minnesota
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Not Applicable
(FEI number, if applicable)
4. February 10, 2004
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Projected: January 1, 2006
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 250 Third Avenue North, Suite 500, Minneapolis, Minnesota 55401

(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:

L. Kelley Lindquist, Gregory Handberg, and William Law

250 Third Avenue Avenue North, Suite 500, Minneapolis, Minnesota 55401

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: to develop, to own,
to lease, and to manage a real estate project that will contain affordable housing units

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

(In accordance with section 608.406(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gregory P. Handberg

Typed or printed name of signee

04 MR
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
PM 12:46

**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:

Sailboat Bend, 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.

by: Margaret P. Ke, Asst Secretary
(Signature)

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

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

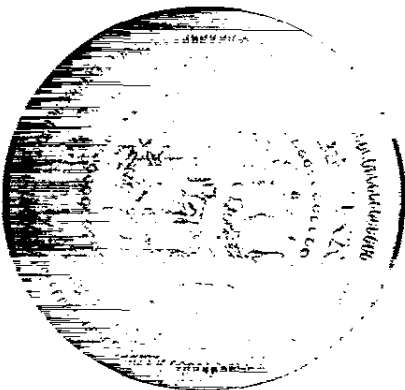
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered to do business by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.

Name: Sailboat Bend, LLC

Date Formed or Registered: February 10, 2004

State of Organization: Minnesota

This certificate has been issued on February 19, 2004.



Mary Kiffmeyer
Secretary of State.