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Special Instructions to Filing Officer:

A. LUNT

OCT 30 2008

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 OCT 29 AM 9:44

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**PORGES, HAMLIN, KNOWLES,
PROUTY, THOMPSON & NAJMY, P.A.**

ATTORNEYS AT LAW

MARYANN O. BOEHM+++
MARK F. DAHLE, LL.M.-T
JASON M. DEPAOLA
CURTIS D. HAMLIN*
JAMES A. HARRISON
MARY R. HAWK+
TIMOTHY A. KNOWLES
SCOTT A. LAPORTA
JOSEPH L. NAJMY**
GREGORY J. PORGES++
MICHAEL J. PROHIDNEY
STEVEN W. PROUTY
MICHAEL J. SMITH, LL.M.-T
STEPHEN W. THOMPSON
JESSE M. TILDEN
RICHARD A. WELLER

OF COUNSEL:
HARRY W. HASKINS+++
SHELLY A. GALLAGHER

BRADENTON
1205 MANATEE
AVENUE WEST
BRADENTON, FL 34205
TEL: (941) 748-3770
FAX: (941) 748-4180

LAKEWOOD RANCH
6320 VENTURE DRIVE
SUITE 104
BRADENTON, FL 34202
TEL: (941) 907-3216
FAX: (941) 907-3947

SARASOTA
3400 SOUTH TAMiami TRAIL
SUITE 201
SARASOTA, FL 34239
TEL: (941) 366-1388
FAX: (941) 363-4284

* BOARD CERTIFIED REAL ESTATE LAWYER
** ALSO CERTIFIED PUBLIC ACCOUNTANT
*** BOARD CERTIFIED IN CIVIL AND BUSINESS LAW
ALSO ADMITTED IN IOWA
+ ALSO ADMITTED IN GEORGIA
++ ALSO ADMITTED IN NEW YORK
+++ ALSO ADMITTED IN TEXAS
LL.M.-T MASTERS IN TAXATION

October 28, 2008
(via Federal Express)

REPLY TO:

Bradenton

Florida Secretary of State
Division of Corporations
Clifton Building
ATTN: AGNUS LUNT, Regulatory Specialist II
2661 Executive Center Circle
Tallahassee, FL 32301

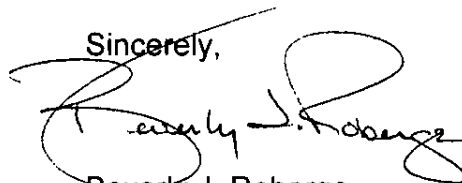
RE: Alliant Tax Credit Fund 45 GP, LLC
OFN: 10022-12

Dear Ms. Lunt:

Pursuant to your telephone conversation with Michael J. Smith, Esq., enclosed are the executed documents for application by a foreign limited liability company for the above-referenced matter. Also enclosed is our firm's trust account check in the amount of \$130.00 for filing and certificate of status for same.

Should you have any questions or need any additional information from our office, please give me a call at your convenience.

Sincerely,



Beverly J. Roberge
Legal Assistant to Curtis D. Hamlin, Esq.
E-mail: beverlyr@phkplaw.com

/bjr
Enclosures: as stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ALLIANT TAX CREDIT FUND 45 GP, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

MICHAEL SMITH, ESQ.

(Name of Person)

PORGES, HAMLIN, ET AL.

(Firm/Company)

1205 MANATEE AVENUE WEST

(Address)

BRADENTON, FLORIDA 34205

(City/State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

MICHAEL SMITH

(Name of Person)

at (941) 748-3770

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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. ALLIANT TAX CREDIT FUND 45 GP, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. DELAWARE 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. OCTOBER 14, 2008 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)


7. 340 ROYAL POINCIANA WAY, SUITE 305
PALM BEACH, FLORIDA 33480
(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:
ALLIANT CAPITAL, LTD.
340 ROYAL POINCIANA WAY, SUITE 305
PALM BEACH, FLORIDA 33480

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 act as general partner
for Alliant Tax Credit Fund 45, Ltd., a Florida limited partnership


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.)
Curtis D. Hamlin
Typed or printed name of signee

2008 OCT 29 AM 9:44
SECRETARY OF STATE
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:

ALLIANT TAX CREDIT FUND 45 GP, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

CURTIS D. HAMLIN, ESQ.

(Name)

1205 MANATEE AVENUE WEST

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

BRADENTON, FLORIDA 34205

FL

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Florida Statutes.


(Signature)

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLIANT TAX CREDIT FUND 45 GP, 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 TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALLIANT TAX CREDIT FUND 45 GP, LLC" WAS FORMED ON THE FOURTEENTH DAY OF OCTOBER, A.D. 2008.

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

4611691 8300

081071337

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6935509

DATE: 10-28-08