

1199000000746

Flournoy Development Company
900 Brookstone Centre Parkway
Columbus, GA 31904
(706) 324-4000

March 8, 1999

Registration Section
Division of Corporations
ATTN: Ms. Michelle Hodges
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Gaines,

Please accept the attached application authorizing Flournoy Tax Credit Investment Company II, LLC to do business in the state of Florida. If you need additional information or clarification, please contact me at the above number.

Sincerely,

Rodney S. Dawson

Rodney S. Dawson
Assistant Treasurer

Name	
Availability	
Document Examiner	
Updater	
Reviewer	
Approval Management	
Printer	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 14 AM 11:16

300002861193--4
-05/03/99-01146--003
****285.00 ****285.00
300002861193--4
-05/03/99-01146--004
***2377.50 ***2377.50



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 5, 1999

RODNEY S. DAWSON
900 BROOKSTONE CENTRE PARKWAY
COLUMBUS, GA 31904

SUBJECT: FLOURNOY TAX CREDIT INVESTMENT COMPANY II, LLC
Ref. Number: W99000006133

We have received your document for FLOURNOY TAX CREDIT INVESTMENT COMPANY II, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The Registered Agent Designation must have an original signature. The Designation submitted is a photocopy, and so is the signature. The document must be returned with an ORIGINAL signature before it can be filed.,

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 299A00012037

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. Flournoy Tax Credit Investment Company II, LLC.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2436443
(FEI number, if applicable)
4. 11-13-97
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 11-13-97
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 900 Brookstone Centre Parkway
Columbus, GA 31904
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Flournoy Tax Credit	MGRM		
Investment Manager, Inc.			
900 Brookstone Centre Pkwy			
Columbus, GA 31904			

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 14 AM 11:16

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90570676
CONTROL NUMBER : K739305
DATE INC/AUTH/FILED: 11/07/1997
JURISDICTION : GEORGIA
PRINT DATE : 02/26/1999
FORM NUMBER : 211

FLOURNOY TAX CREDIT INVESTMENT CO II LLC
ATTN: ROD DAWSON
900 BROOKSTONE CENTRE PKWY
COLUMBUS GA 31904

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**FLOURNOY TAX CREDIT INVESTMENT COMPANY II, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



CATHY COX
SECRETARY OF STATE



**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:

FLOURNOY TAX CREDIT INVESTMENT COMPANY II, L.L.C.

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,

32301

FL

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.



(Signature)

Karen B. Rozar, As Its Agent

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Flournoy Tax Credit
Investment Company II, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 31,500;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$;
(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 \$ 31,500.
(This total includes amounts from 2 and 3 above.)

Rodney S. Dawson

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

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

Rodney S. Dawson

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit