

BEFORE THE STATE OF FLORIDA
HOUSING FINANCE CORPORATION

JANIE POE ASSOCIATES 3, LLC

Petitioner,

vs.

APPLICATION NO. 2013-103C
CASE NO. _____

FLORIDA HOUSING FINANCE
CORPORATION,

Respondent.

_____ /

**FORMAL WRITTEN PROTEST AND
PETITION FOR ADMINISTRATIVE HEARING**

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FLORIDA HOUSING
FINANCE CORPORATION

Petitioner, JANIE POE ASSOCIATES 3, LLC (“Janie Poe”), pursuant to sections 120.57(3), Florida Statutes (“F.S.”), and Rule 28-110, Florida Administrative Code (“FAC”) hereby files this Formal Written Protest and Petition for Administrative Hearing regarding the decision of Respondent, FLORIDA HOUSING FINANCE CORPORATION (“Florida Housing”) to award funding to responsive bidders pursuant to RFP 2013-07 PHA Revitalization High Priority Affordable Housing Developments (“RFP”). In support, Janie Poe states as follows:

1. Janie Poe is a Florida limited liability company in the business of providing affordable housing throughout the State of Florida. Janie Poe is located at 3 East Stow Road, Suite 100, Marlton, New Jersey 08053. For the purposes of this proceeding, Janie Poe's phone number is that of its undersigned attorneys.

2. Florida Housing is the allocating agency for the State of Florida that was granted the authority to issue RFP 2013-07 for the purpose of providing much needed affordable housing. Florida Housing's address is 227 North Bronough Street, Tallahassee, Florida 32301.

3. On April 11, 2013, Florida Housing issued the RFP to award an estimated \$2,580,000 of competitive Low Income Housing Tax Credits ("LIHTC's") to proposed developments in medium and small counties. A key component of the RFP was that developers in using these funds must involve Public Housing Authorities.

4. To fund the RFP, Florida Housing was authorized by the Board and in accordance with the Qualified Allocation Plan (QAP) to award up to 10% of its 2013 credit ceiling (annual allocation) of LIHTC's through a competitive RFP process to high priority affordable housing developments.

5. Through the issuance of the RFP the Florida Housing sought to solicit proposals from qualified Applicants that would commit to construct and/or rehabilitate housing in accordance with the terms and conditions of the RFP, applicable laws, rules, and regulations.

6. On May 9, 2013, Janie Poe submitted a Response to the RFP which included information concerning a 72-unit apartment complex in Sarasota County named Janie's Garden. Through the Response, Janie Poe requested \$820,000 in LIHTC funding assistance for the project which has an overall development cost of \$12,490,278. Janie Poe believed that it had satisfied all requirements of the RFP. Six other Applicants responded to the RFP as well to provide various projects throughout the State. The responses were numbered as follows:

2013-100C	The Homes of Renaissance Preserve III
2013-101C	Sunrise Heights
2013-102C	The Verandas of Punta Gorda
2013-103C	Janie's Garden Phase 3
2013-104C	Booker Gardens Apartments
2013-105C	Laurel Court
2013-106C	Cypress Villas

7. Consistent with the primary mission and goal of the RFP, the Janie's Garden Development will provide much needed affordable housing and services by working with the Public Housing Authority in Sarasota County. Specifically to offer this project consistent with the requirements of the RFP, Janie Poe entered into a partnership with the Sarasota County Housing Authority. The proposed Janie's Garden Development will provide one, two and three bedroom apartments for lease at subsidized, reduced and affordable rents. Without the RFP LIHC's funds provided by the RFP Janie Poe will be unable to proceed with the Development. Accordingly Janie Poe's substantial interest are affected by the decisions made by Florida Housing.

8. At Section Six the RFP lists those items which must be included in a response. Included in these items at Section Six(A)(2) and (3) is information concerning the Applicant and the Developer. The total points available for the RFP were 93.

9. The RFP at Section Seven describes the evaluation process as follows:

SECTION SEVEN EVALUATION PROCESS

Individual Committee members shall independently evaluate and score their assigned portions of the submitted Applications, consulting with non-committee Corporation staff and legal counsel as necessary and appropriate.

As outlined in Section Three of the RFP, any of the following will cause the Application to fail threshold and be rejected: failure to submit the Application online with the required number of hard copies, failure to submit the Application by the Application deadline, and/or failure to submit the required Application fee.

As outlined below, an Applicant will be ineligible to be considered for funding if the Applicant or Developer or Principal, Affiliate or Financial Beneficiary of the Applicant or Developer is in arrears to the Corporation or any agent or assignee of the Corporation.

Threshold Items	Point Items	Maximum Points
Demographic Commitment	Contact Person for Application	5
Name of Applicant	Number of Buildings with Dwelling Units	3
Evidence Applicant is a legally formed entity	Optional Construction Features and Amenities	25
Principals for Applicant and for each Developer	Optional Resident Services	10
Name of Each Developer	Leveraging with non-FHFC Resources	35
Evidence that each Developer entity is a legally formed entity	How Proposed Development Aligns with Local, State and/or Federal Government Initiatives	15
Prior General Development Experience Chart for experience Principal of Developer		
Name of Proposed Development		
County identified		
Address of Development Site		
Verification of QCT status (if applicable)		
Multi-Phase Information (if applicable)		
Estimated qualified basis in Rehabilitation Expense per set-aside unit (if applicable)		
Development Category		
Development Type		
Total Number of Units		
New construction units and/or rehabilitation units		
Certification that all units are on site with DOT		
Status of proposed work (commenced/completed)		
Any units currently occupied if Elderly Rehabilitation (if applicable)		
Minimum Set-Aside election		
Development Location Point (if applicable)		
Total Set-Aside Breakdown Chart		
Evidence of Site Control		
Housing Credit Request Amount		
Development Cost Pro Forma (listing expenses or uses) and Construction/Rehab. analysis and Permanent analysis (listing sources) – Sources must equal or exceed uses		
Executed Applicant Certification and Acknowledgment (original signature in "Original Hard Copy")		
	Total Possible Points	93

The Committee shall conduct at least one public meeting during which the Committee members may discuss their evaluations, select Applicants to be considered for award, and make any adjustments deemed necessary to best serve the interests of the Corporation's mission. The Committee will list the Applications deemed eligible for funding in order from highest total score to lowest total score, applying the funding selection criteria outlined in Item B of Section Six above, and develop a recommendation or series of recommendations to the Board. The Committee will deem an Application ineligible for funding if, at the time the Committee meets to make its recommendation to the Board, there are any financial obligations

for which an Applicant or Developer or Principal, Affiliate or Financial Beneficiary of an Applicant or a Developer is in arrears to the Corporation or any agent or assignee of the Corporation. The Board may use the Applications, the Committee's scoring, any other information or recommendation provided by the Committee or staff, and any other information the Board deems relevant in its selection of Applicants to whom to award funding. Notwithstanding an award by the Board pursuant to this RFP, funding will be subject to a positive recommendation from the Credit Underwriter based on criteria outlined in the credit underwriting provisions in Exhibit C of the RFP.

10. On June 4th and 11th, 2013, the designated Review Committee met and considered the Responses to the RFP. The first meeting was an organizational meeting where the Review Committee discussed the scoring process including a limited discussion of minor irregularities. While the RFP includes a definition of minor irregularities there was no apparent detailed discussion or explanation given at the Review Committee meetings to further explain how this definition could or should be used in this RFP review process. At the second meeting the Review Committee orally listed and manually input the scores for each section of each RFP Response and ultimately made recommendations to the Board of Directors for their consideration. The Review Committee consisted of Florida Housing staff.

11. In its consideration, the Review Committee determined that the Janie Poe's Response should be awarded 73/93 points making it the 2nd highest scoring Response and at least at the outset placing it within the funding range. However the Committee also determined that the Response should be considered ineligible for funding because of a threshold failure.

12. The threshold failure was related to Attachment 2 of RFP and was described by the Review Committee member responsible for scoring this section as an alleged "failure to identify the Principals of the Developer". In addition to the Janie Poe Response 4 other Responders failed threshold for alleged deficiencies in the same Attachment 2. Of the two remaining Responders one failed threshold because of an equity commitment issue. In addition

two of the Responders did not pass threshold because they did not achieve the minimum amount of points required for an award or 55 points. Accordingly only one Responder was deemed to have passed threshold and was recommended for funding, in the amount of \$865,000, which leaves a remaining balance of approximately \$1,730,000 in unfunded allocation. (Laurel Court Response No. 2013-105C) In this challenge Janie Poe does not challenge that Response but instead challenges the threshold determination of its own Response. Indeed if Janie Poe is successful here both Responders will be funded.

13. On June 21, 2013, Florida Housing's Board of Directors accepted the Review Committee's ranking and funding recommendation as presented by Attachment A. Also during the June 21, 2013, meeting the Board of Directors accepted the Review Committee's recommendation to reject 6 RFP responses based on alleged failures to comply with the requirements of the RFP. This included Janie Poe's Response.

14. On June 25, 2013, Janie Poe timely filed its Notice of Intent to Protest. This Formal Written Protest is being timely filed and Florida Housing has waived by bid protest bond requirement for the RFP. As a developer of affordable housing in need of supplemental funding, Janie Poe's substantial interests are affected by Florida Housing's decision not to award the necessary funding pursuant to the RFP.

15. As disclosed in the notes of the Review Committee and as disclosed orally during the Review Committee meeting held June 11, 2013 the Janie Poe Response was specifically rejected for the following reason:

"The GP of the developer is The Michaels Development Holding Company, LLC. As an LLC, they must give us the member and manager. They gave us the sole member but not the manager."

16. Florida Housing's decision to find Janie Poe's Response ineligible for this specific reason is contrary to the RFP requirements to such an extent as to be clearly erroneous, arbitrary and capricious, and contrary to competition. Florida Housing's scoring decision must be reversed as a matter of fact, a matter of law and as a matter of policy.

17. Initially, as a matter of fact Janie Poe in its Response has satisfied all listed RFP threshold requirements including identifying all Principals of the Developer and to find otherwise is erroneous. Specifically, the RFP at Section Six (A) (2) (C) requires all Applicants to provide a list at Attachment 2 to Exhibit A identifying the Principals for the Applicant and for each Developer, as follows:

(1) For a Limited Partnership, provide a list identifying the following: (i) the Principals of the Applicant as of the Application deadline, including percentage of ownership interest of each, and (ii) the Principals for each Developer as of the Application deadline. This list must include warrant holders and/or option holders of the proposed Development.

(2) For a Limited Liability Company, **provide a list identifying the following: (i) the Principals of the Applicant as of the Application deadline, including percentage of ownership interest of each, and (ii) the Principals for each Developer as of the Application deadline. This list must include warrant holders and/or option holders of the proposed Development.**

(3) For all other entities, provide a list identifying the following: (i) the Principals of the Applicant as of the Application deadline, including percentage of ownership interest of each, and (ii) the Principals for each Developer as of the Application deadline.

(emphasis added)

18. The RFP at Page 7 defines Principal to mean:

(i) **any general partner** of an Applicant or Developer, any **limited partner** of an Applicant or **Develop**, any manager or member of an Applicant or Developer, any officer, director or shareholder of an Applicant or Developer, (ii) **any officer, director, shareholder manager, member, general partner or limited partner of any**

general partner or limited partner of an Applicant or Developer, (iii) any officer, director, shareholder, manager, member, general partner or limited partner of any manager or member of an Applicant or Developer, and (iv) any officer, director, shareholder, manger, member, general partner or limited partner of any shareholder of an Applicant or Developer.

(emphasis added)

19. The primary purpose of the identification of the Principals is to provide Florida Housing with the Financial Beneficiaries of the proposed Development. With this knowledge Florida Housing can then determine if any of these Financial Beneficiaries have any outstanding financial obligations for which "an Applicant or Developer or Principal, Affiliate or Financial Beneficiary of an Applicant or a Developer is in arrears in the Corporation or any agent or assignee." As the RFP provides if one of these individuals or entities has any outstanding obligation not resolved by the Application Deadline, the Applicant will be ineligible for funding.

20. In response to this requirement Janie Poe at Attachment 2 provided a List of Principals for Developer. (See Attachment B) Specifically as Co-Developers, Janie Poe at Attachment 2 provided:

The Michaels Development Company, I, LP

Officers: Michael J. Levitt, Chairman
Ava Goldman, President
John O'Donnell, COO
Joseph Purcell, CFO
Milton Pratt, Senior Vice President
Whitney Weller, Senior Vice President
Susan Langley, Secretary

General Partner (99% Owner): **The Michaels Development Holding Company, LLC**

**(Sole Member): Michael J. Levitt –
100% Owner**

Limited Partner (1% Owner): Patricia Levitt, Individually

21. Accordingly Janie Poe pursuant to the RFP instructions listed the Co-Developer, its officers as well as its general and limited partner. For the general partner Janie Poe also listed the Sole Member and 100% Owner.

22. In its threshold decision Florida Housing specifically focuses on the Michaels Development Holding Company, LLC and specifically the identification of its Sole Member and 100% Owner, Michael J. Levitt. Florida Housing opines that identifying Michael J. Levitt as anything other than "Manager" does not meet the requirements of the RFP instructions. Apparently "Sole Member" and "100% Owner" is not identification enough to disclose that there is one and only one Financial Beneficiary of Michaels's Development Holding Company, LLC. In other words, according to Florida Housing, the specific label of "Manager" must be included regardless of its applicability.

23. The RFP instructions however only require that an Applicant at Attachment 2 list all Principals of the Developer. Here Janie Poe has done just that. All Principals of the Co-Developer Michaels Development Company I, L.P. have been listed including officers and the General (The Michaels Development Holding Company, LLC) and Limited Partner (Patricia Levitt). In addition for each Partner the percentage of ownership is provided as well as the controlling individuals. Michael J. Levitt as the Sole Member is also correctly listed. Mr. Levitt is not a "Manager" but instead is the Sole Member of Michaels Development Holding Company, LLC., as correctly identified he is in fact a member manager. Indeed when asked by the Florida Secretary of State's Office if this LLC was a manager managed company the blank was left unchecked. (See Attachment C). Technically there is no "Manager" for The Michaels Development Holding, LLC, but only a Sole Member which was correctly identified to Florida Housing. That Sole Member to the extent necessary manages the LLC. As a matter of fact Janie

Poe has correctly and completely listed and identified all Principals of the Developer and determining otherwise was erroneous.

24. Florida Housing's conclusion is also erroneous as a matter of law. The Michaels Development Company I, LP, a New Jersey limited partnership, is the co-developer of the Janie's Garden Development. The Michaels Development Holding Company, LLC, also a New Jersey limited liability company, is the General Partner of The Michaels Development Company I, LP with Michael J. Levitt as the Sole Member. In fact as 100% Owner he is the only controlling Member. Both New Jersey entities are registered as foreign entities with the Florida Department of State Division of Corporations and authorized to do business in the State of Florida.

25. New Jersey law provides that "[u]nless otherwise provided in an operating agreement, the management of a limited liability company shall be vested in its members in proportion to the then current percentage or other interest of members in the profits of the limited liability company owned by all of the members, the decision of members owning more than 50 percent of the then current percentage or other interest in the profits controlling." N.J.S.A. 42:2B-27. Therefore, Michael J. Levitt, as Sole Member of the Michaels Development Holding Company, LLC is the manager of the limited liability company under New Jersey law by default due to his role as the Sole-Member and 100% Owner.

Specifically NJCA Sec. 42:2B-27 provides:

27.(a)(1) Unless otherwise provided in an operating agreement, the management of a limited liability company shall be vested in its members in proportion to the then current percentage or other interest of members in the profits of the limited liability company owned by all of the members, the decision of members owning more than 50 percent of the then current percentage or other interest in the profits controlling; (2) provided, however, that **if an operating agreement provides for the management, in whole or in part, of a limited liability company by one or more**

managers, the management of the limited liability company, to the extent so provided, shall be vested in the manager or managers who shall be chosen by the member or members in the manner provided in the operating agreement. The managers shall also hold the offices and have the responsibilities accorded to them by the members and set forth in an operating agreement. Subject to section 37 of this act, a manager shall cease to be a manager as provided in an operating agreement.

(b)(1) **If a limited liability company is managed by its members**, unless otherwise provided in the operating agreement, each member shall have the authority to bind the limited liability company. In addition, unless otherwise provided in the operating agreement, or to the extent that a court of competent jurisdiction determines that the operating agreement is without effect in this regard, each member in a limited liability company managed by its members shall also have the authority to file for insolvency or reorganization under appropriate State or federal law, so long as that filing has the prior approval of members then owning more than 50 percent of the interests in the profits of the limited liability company.

(2) **If the limited liability company is managed by a manager or managers**, the managers shall, in addition to all other authority accorded by the operating agreement, have the authority to file for insolvency or reorganization under appropriate State or federal law, unless otherwise provided in the operating agreement, except to the extent a court of competent jurisdiction determines that the operating agreement is without effect in this regard.

26. As the highlighted language illustrates a limited liability company is managed by its members by default unless an operating agreement says otherwise. The highlighted language in b(1) and (2) above demonstrates that a limited liability company can be either member-managed or manager-managed, i.e., there does not have to be a "Manager." If no Manager is appointed, as is the case here, then a member can manage.

27. Similar to New Jersey law Pursuant to Sec. 608.422(2)(a) Florida Statutes. "Management shall be vested in its members or elected managing members in proportion to **the then-current percentage or other interest of members in the profits of the limited liability**

company owned by all of the members or elected managing members." A review of the Secretary of State filings at SunBiz.com confirms this is a member-managed entity by way of the Articles of Organization. In Janie Poe's Response, Michael J. Levitt is listed as the "Sole-Member" and the "100% Owner".

28. Because Michael J. Levitt is the 100% owner, and management control is based upon the percentage of one's ownership, he (by default) is the Manager of the LLC as a matter of law. If Florida Housing's argument is that there could have been another person who is the Manager who was not identified then this argument could be made concerning every other Response submitted. There could always be other Managers than those listed and this is an issue not to be resolved during the RFP response process but during underwriting as specifically called for by the RFP. Indeed the RFP only provides Florida Housing the authority to confirm information provided in the RFP during the credit underwriting process. As a matter of law an LLC does not need to designate a Manager but can be managed by the Member with the largest ownership interest. Contrary to Florida Housing apparent conclusions otherwise, a Member who manages The Michaels Development Holding Company, LLC has been identified.

29. Florida Housing's threshold decision is also erroneous as a matter of announced policy. Indeed one of the reasons given publicly for moving from the Universal Application Cycle process to an RFP process was to provide Florida Housing with more flexibility in scoring which would allow Responses to be scored and reviewed on the merits of the Response and not a technicality having no bearing on whether the proposed development was a good Development that addressed the substantive needs and goals of the RFP.

30. Indeed to further this intent Florida Housing included in the RFP the ability to waive minor irregularities. In the instant case assuming the "Manager" identifier was indeed

necessary, not including "Manager" is at best a minor irregularity, especially given that all Principals of the Developer have indeed been included. To conclude otherwise is arbitrary given other examples where Florida Housing staff did find omissions to be minor and waived.

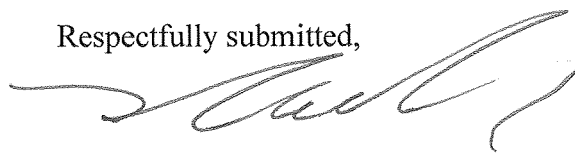
31. This is especially true given that the specific issue raised here for a Threshold failure – not including "Manager" is not the same as the other threshold failures regarding the identification of Principals. Indeed unlike the Responses which based on the 4 corners of the Responses failed to list and identify all Principals, Janie Poe here has listed all correctly. According to Florida Housing Janie Poe should have designated a Manager where no Manager actually exists, nor does one need to be designated as a matter of law. The identification of the Sole Member should have been accepted.

32. Material issues to be resolved:

- a. Whether Janie Poe's RFP Response has satisfied all RFP threshold requirements.
- b. Whether Florida Housing's decision to find Janie Poe's Response to be ineligible for funding under the RFP is arbitrary or capricious, clearly erroneous, and contrary to competition.

WHEREFORE, Janie Poe requests a hearing involving any disputed issues of material fact and entry of an order determining that Florida Housing's determination that Janie Poe's Response is ineligible to receive funding under the RFP is contrary to the RFP specifications and to Florida Housing's governing statutes, rules and policies to such an extent as to be arbitrary, capricious, contrary to competition, and clearly erroneous. Janie Poe's Response should be deemed to have passed threshold and awarded funding accordingly.

Respectfully submitted,



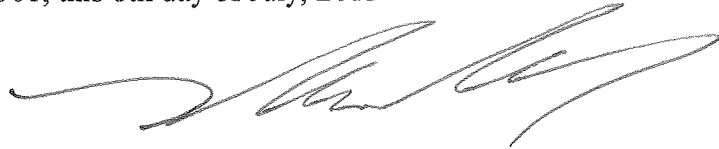
MICHAEL P. DONALDSON

Florida Bar No. 0802761
CARLTON, FIELDS, P.A.
Post Office Drawer 190
215 S. Monroe St., Suite 500
Tallahassee, Florida 32302
Telephone: 850/224-1585
Facsimile: 850/222-0398

Attorney for Petitioner

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that the original and two copies of the foregoing has been filed by Hand Delivery to the Agency Clerk, Florida Housing Finance Corporation, 227 N. Bronough Street, Suite 5000, Tallahassee, FL 32301, this 8th day of July, 2013



MICHAEL P. DONALDSON

2013-07 PHA Revitalization High Priority Affordable Housing Developments RFP Recommendations for the Board

6-21-13

Recommended by Committee to be Funder

Application Number	Name of Contact Person	Name of Developers	Name of Development	Country	Competitive HC Request Amount	Passed Threshold	Total Score	Financial Obligations in Arrears	Eligible for Funding	Housing Credit Request Per Set Aside Unit	Florida Job Creation Preference	Lottery No
2013-105C	Jorge A. Aguirre	Picome Affordable Development, LLC; Deland Development Corporation	Laurel Court	Volusia	\$865,000	Yes	64	N	Y	\$10,813	Y	4

Ineligible Applications listed in Application Number Order

Application Number	Name of Contact Person	Name of Developers	Name of Development	Country	Competitive HC Request Amount	Passed Threshold	Total Score	Financial Obligations in Arrears	Eligible for Funding	Housing Credit Request Per Set Aside Unit	Florida Job Creation Preference	Lottery No
2013-100C	Paula M. Rhodes	Norstar Development USA, LP; Renaissance Preserve Developers, LLC	The Homes of Renaissance Preserve III	Lee	\$1,023,000	No	81	N	N	\$14,208	Y	5
2013-101C	Paula M. Rhodes	Norstar Development USA, LP; FPHA Development, LLC	Sunrise Heights	St. Lucie	\$1,300,000	No	46	N	N	\$14,607	Y	2
2013-102C	Paula M. Rhodes	Norstar Development USA, LP; Gulf Breeze Apartments Developers, L.L.C.	The Verandas of Punta Gorda	Charlotte	\$814,500	No	66	N	N	\$13,575	Y	6
2013-103C	Joe J. Chambers	The Michaels Development Company I, LP; Sarasota Housing Authority	Janie's Garden Phase 3	Sarasota	\$820,000	No	73	N	N	\$14,138	Y	3
2013-104C	Rhett J. Holmes	Integrity Development Partners, LLC; SCG Development Co., LLC; Melbourne Housing Authority	Booker Gardens Apartments	Brevard	\$1,246,518	No	29	N	N	\$16,620	Y	7
2013-106C	Hana K. Eskra	Gorman & Company, Inc.	Cypress Villas	Pasco	\$447,694	No	39	N	N	\$11,479	Y	1

Please note, any unsuccessful applicant may file a notice of protest and a formal written protest in accordance with Section 120.57(3), Fla. Stat., and Rule Chapter 28-110, F.A.C. Failure to file a protest within the time prescribed in Section 120.57(3), Fla. Stat., et. al. or failure to post the bond or other security required by law within the time allowed for filing a bond shall constitute a waiver of proceedings under Chapter 120, Fla. Stat.

Attachment 2
List of Principals for the Applicant
and for each Developer

Applicant Entity: Jamie Poe Associates 3, LLC

Managing Member: Jamie Poe 3-Michaels, LLC
(.01% Ownership Interest)

Managing Member
(Sole Member): Michael J. Levitt-100% Owner

Officers:
Michael J. Levitt, President (100% Owner)
John O'Donnell, Executive VP (0% Owner)
Mihon Pratt, VP (0% Owner)
Joe J. Chambers, Vice President (0% Owner)
Susan Langley, Secretary (0% Owner)

Initial Investor Member:
(99.99% Ownership Interest) A.J. Bochino

Attachment 2
List of Principals for the Applicant
and for each Developer

Co-Developers:

The Michaels Development Company I, L.P.

Officers:

- Michael J. Levitt, Chairman
- Ava Goldman, President
- John O'Donnell, COO
- Joseph Purcell, CFO
- Milton Pratt, Senior Vice President
- Whitney Weller, Senior Vice President
- Susan Langley, Secretary

General Partner (99% Owner): The Michaels Development Holding Company, LLC
(Sole Member): Michael J. Levitt-100% Owner

Limited Partner (1% Owner): Patricia Levitt, Individually

Attachment 2
List of Principals for the Applicant
and for each Developer

Sarasota Housing Authority*

Board of Commissioners:

John A. Colon, Vice-Chairman
Michael Carlson, Chairman
Yeavie R. DeLaughter, Commissioner
Valerie Buchand, Commissioner
G. Duane Finger, Commissioner
David Morgan, Commissioner
Joseph Miller, Commissioner

Executive Director/CEO: William O. Russell, III

*The Sarasota Housing Authority is a municipal housing authority pursuant to Chapter 421, Florida Statutes. There are no shareholders, members, and/or option holders.

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Foreign Limited Liability Company

THE MICHAELS DEVELOPMENT HOLDING COMPANY, L.L.C.

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EXAMINER

ATTACHMENT C

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. THE MICHAELS DEVELOPMENT HOLDING COMPANY, L.L.C.
(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. New Jersey 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. March 22, 2000 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 3 East Stow Road, Marlton, NJ 08053
(Street Address of Principal Office)

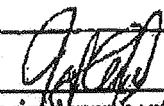
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
Michael J. Levitt 3 East Stow Road, Marlton, NJ 08053

12 MAR 17 11 08:33
RECEIVED
FALLMOUNTAIN STATE OFFICE
FLORIDA

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: Real estate


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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)
Michael J. Levitt, Authorized Person
Typed or printed name of signee

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 MICHAELS DEVELOPMENT HOLDING COMPANY, L.L.C.

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

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

NRAI Services, Inc.

(Name)

515 East Park Avenue

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, Florida Statutes.

Michael Holden, Asst. Sec.
(Signature)

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

RECEIVED
TALLAHASSEE STATE
SECRETARY OF STATE
FLORIDA

12 MAR -7 10:08:33

M BURR KEIM CO
(((H120000606723)))
STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
SHORT FORM STANDING

THE MICHAELS DEVELOPMENT HOLDING COMPANY, L.L.C.

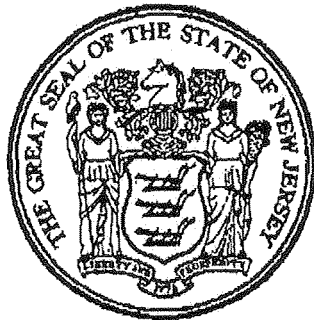
0600086764

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on March 22, 2000.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

*Michael J. Levitt
3 E. Stow Road
Marlton, NJ 08053*



Certification# 123288354

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 7th day of March, 2012

A handwritten signature in black ink, appearing to read "Andrew P. Sidamon-Eristoff".

*Andrew P Sidamon-Eristoff
State Treasurer*

Verify this certificate at
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

RECEIVED
TALLAHASSEE, FLORIDA

12 MAR -7 AM 8:33

511.117

(((H120000606723)))

**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE AND ENTERPRISE SERVICES
SHORT FORM STANDING**

THE MICHAELS DEVELOPMENT HOLDING COMPANY, L.L.C.

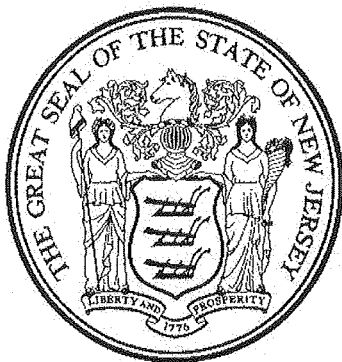
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I further certify that the registered agent and registered office are:

*Michael J. Levitt
Suite 100
3 E. Stow Road
Marlton, NJ 08053*



Certification# 128812561

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 27th day of June, 2013

*Andrew P Sidamon-Eristoff
State Treasurer*

Verify this certificate at
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp