

05-21-1996 13:30

305 350 7032

ACE INDUSTRIES/PRINTING CORP KIT

P.01

5/21/96

FLORIDA DIVISION OF CORPORATIONS

1:24 PM

((H9600007166))

PUBLIC ADDRESS SYSTEM

TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES/PRINTING CORP

1400 N 15TH ST

MIAMI, FL 33136-2870

ALLAHABAD, INDIA

FAX: (904) 922-4000

CONTACT: LYNN FRIEDMAN

PHONE: (305) 350-2571

FAX: (305) 350-7032

((H96000007166)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: APPLE VALLEY PROPERTIES, INC.

FAX AUDIT NUMBER: H96000007166

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/21/1996

TIME REQUESTED: 13:24:41

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 070744001530

Notes: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000007166)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1

VT100

Online

FILED

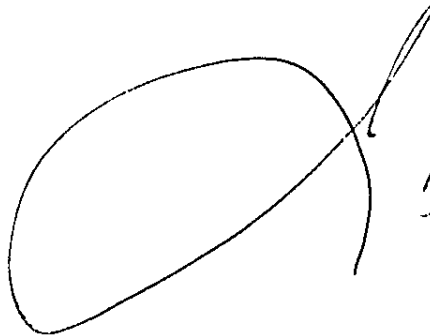
96 MAY 21 PM 4:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

96 MAY 21 PM 1:59

DIVISION OF CORPORATIONS

 5/21

H96-07166

ARTICLES OF INCORPORATION

of APPLE VALLEY PROPERTIES, INC., a Corporation for Profit formed under the Florida General Corporation Act.

Article 1:

Name of the Corporation: APPLE VALLEY PROPERTIES, INC.
Address: 3825 Henderson Blvd., Suite 605, Tampa, Florida 33629

Article 2:

DURATION: Term of existence of the corporation is perpetual.

Article 3:

PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA and more specifically to pertaining to real estate development and sales.

Article 4:

CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 10,000 PAR VALUE \$0.001

Article 5:

REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be: 3825 Henderson Boulevard, Suite 605A, Tampa, Florida 33629 and the name of the initial registered agent at such address is FREDERICK T. LOWE, ESQ.

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.

5/21/96
Date

Signature of Registered Agent - Frederick T. Lowe, Esq.

Article 6:

The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. TRUSTEE: FREDERICK T. LOWE, ESQ.

Article 7:

The Name and address of the incorporator is:

Frederick T. Lowe, Esq., as Trustee - 3825 Henderson Blvd, Suite 605A, Tampa, FL 33629
Telephone #: (813) 287-1001

IN WITNESS whereof I have subscribe my name

5/21/96
Date

FREDERICK T. LOWE, ESQ. as Trustee for
APPLE VALLEY PROPERTIES, INC.

FILED

96 MAY 21 PM 4:41

SECRETARY OF STATE
TALLAHASSEE, FL

H96-07166
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-9971

FILE:AV-ART2\Articles.doc

08-07-1990 TUE 06:50 7452 ACE SOUTHERN RING, COUNT 1.0

FORM 1-64 (Rev. 3-30-62) ACE 009714101/PRINTING COMPANY 001

P96000043369

ELECTRON MANIPULATION ON MICROFILMS

MAIL ROOM

8/07/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCOUNT SYSTEM

9:42 AM

TO: DIVISION OF CORPORATIONS FROM: ACK INDUSTRIES, INC.
DEPARTMENT OF STATE 64 NW 11TH ST

STATE OF FLORIDA
408 EAST GAINES STREET
TALLAHASSEE, FL 32300
FAX: (904) 922-4000

MIAMI FL 33136-2890301-
CONTACT: LYNN FRIEDMAN
PHONE: (305) 368-2571

DOCUMENT TYPE: BASIC AMENDMENT

NAME: APPLE VALLEY PROPERTIES, INC.
FAX AUDIT NUMBER: H96000010030 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/07/1998 TIME REQUESTED: 08:42:30

CERTIFIED COPIES: 0
NUMBER OF PAGES: 3

ESTIMATED CHARGE: \$35.00 ACCOUNT NUMBER: 070744001530

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000010939)))

```

** ENTER 'M' FOR MENU. **

```

ENTER SELECTION AND (OR):

Menu: (Ctrl R-Shift)

2400 7B1

VT100

Online

Longwood - 56400 ✓
Huda

WILLIAM L. B. D. 10 1824 9

84:7 NY 8-90896

Cellular Automata



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1996

APPLE VALLEY PROPERTIES, INC.
3825 HENDERSON BLVD.
SUITE 605
TAMPA, FL 33629

SUBJECT: APPLE VALLEY PROPERTIES, INC.
REF: F96000043369

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000010939
Letter Number: 496A00037674

H96-010939

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

APPLE VALLEY PROPERTIES, INC., a Corporation for profit formed under the Florida General Corporation Act.

The undersigned, the President and the Secretary of **APPLE VALLEY PROPERTIES, INC.**, certify that, at a shareholders' meeting held on June 13, 1996, and which was called for the purpose of amending the Articles of Incorporation of **APPLE VALLEY PROPERTIES, INC.**, an appropriate majority of the holders of shares of each class entitled to vote authorized the following amendments to Articles 3 & 6 of the Articles of Incorporation: the addition of Article 8: Powers; and Article 9: General: Article 3: **PURPOSE**: The purpose for which the corporation is formed and the business to be carried on and the objectives to be effected by it are:

Section 1.(a) To create a private corporation to construct or to acquire a housing project or projects, and to operate the same; (b) to enable the financing of the construction of such rental housing with the assistance of Mortgage Insurance under the National Housing Act; (c) to enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the corporation, including, expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the requirements of the National Housing Act, as amended, and the Regulations of the Secretary thereunder relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return and methods of operation; (d) to acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction and operation of such project; and (e) to borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

H96-010939
ACE INDUSTRIES, INC.
 54 NW 11th Street
 Miami, FL 33136
 305-358-2571

H96-010939

Article 6: DIRECTORS: 1. William E. Rice, President
2. Lee Debnam, Vice President and Secretary

Article 8: POWERS: Section 1. The corporation shall have the power to do and perform all things whatsoever set out in Section 1 of Article PURPOSES above, and necessary or incidental to the accomplishment of said purposes.

Section 2. The corporation, specifically and particularly, shall have the power and authority to enter into a Regulatory Agreement setting out the requirements of the Secretary of Housing and Urban Development.

Article 9: GENERAL: In the event of a conflict between the terms of this Corporate Charter and HUD laws, rules, regulations and the Regulatory Agreement, the terms of the laws, rules, regulations and Regulatory Agreement shall prevail.

This Corporate Charter may not be amended without prior HUD approval.

DATED: 24 July, 1996.

APPLE VALLEY PROPERTIES, INC.

STEPHEN E. GILMER
NOTARY PUBLIC, State of New York
No. 012400000
Qualified in New York County
Commission Expires Mar 08 19__

Wm E Rice Only

By:

William E. Rice
William E. Rice, President

By:

Lee A. Debnam
Lee Debnam, Secretary

State of Wyoming
County of Teton

Sherrilyn K. Phillippi
Comm Expires: 12-13-96



For: Lee A. DEBNAM

H96-010939

H96-010939

SECRETARY'S AFFIDAVIT VERIFYING NUMBER OF OUTSTANDING SHARES

APPLE VALLEY PROPERTIES, INC.

State of Wyoming SS:
 County of Teton

LEE DEBNAM, who has been duly sworn and deposes, says:

1. That he is the duly appointed Secretary of APPLE VALLEY PROPERTIES, INC., which was organized and currently exists under the laws of the State of Florida.
2. That as of this day, APPLE VALLEY PROPERTIES, INC. currently has 10,000 shares of the stock issued and outstanding and that the amendment of Articles 3 and 6 of the Articles of Incorporation of the APPLE VALLEY PROPERTIES, INC. and the addition of article 8 and 9, attached hereto, was authorized by a vote of the holders of a majority of the shares of each class entitled to vote thereon at a duly called meeting of shareholders. THE NUMBER OF VOTES CAST FOR THE AMENDMENTS WERE SUFFICIENT FOR APPROVAL.

Sworn to in my presence on this the 29th day of July, 1996.

APPLE VALLEY PROPERTIES, INC.

By: Lee A. Debnam
 Lee Debnam, Secretary

My Commission Expires: 12-13-98

Sherrilyn K. Phillippi
 Notary Public

Name: SHERRILYN K. PHILLIPPI
 (Printed)

☐ Personally known to me.
☒ Produced identification El. Debnam



H96-010939

P96000043369

APPLE VALLEY PROPERTIES, INC.
D.B.A. Sunscape Apartments
13617 Fletcher Regency Drive
Tampa, FL 33613
Tel.: 813 972-1640
FAX: 813 975-0292

September 10, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Change of address for your records for
Corporation Document No. P96-0000-433-69

Dear Florida State Department Corporation Division Friends:

As of September 4, 1996 our corporate address has changed. We formerly got our mail at our attorney's address (3805 Henderson Blvd. Tampa, FL 33629).

As of the 4th of this month, however, we closed on the property we were buying.

We now receive all mail at the property which we bought and now occupy: Sunscape Apartments. Sunscape is located at the above address (as shown on our letterhead).

For the records it is:

APPLE VALLEY PROPERTIES, INC.
D.B.A. SUNSCAPE APARTMENTS
13617 FLETCHER REGENCY DRIVE
TAMPA, FLORIDA 33613

Feel free to call
or fax anytime at:

TEL: 813 972-1640
FAX: 813 975-0292

Please adjust your records so that all future mail to AVP will come to the new address.

Many thanks for your assistance.

William E. Rice

William E. Rice
President
Apple Valley Properties, Inc.

*updated LR 9/16
sent R/A info*

P.S. MY HOME ADDRESS IS:

Wm E. Rice
P.O. BOX 1249, ANSONIA STA.,
NEW YORK, N.Y. 10023-1249

PHONE (212) 874-7558
FAX (212) 721-7968