

798000038/48

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

FILED
98 APR 29 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GMNE LEHIGH, Inc. (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #) **700002504997--7**
-04/29/98--01049--001
****122.50 ****122.50

Walk in

Pick up time _____

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

400002504874--1
-04/29/98--01031--008
****122.50 ****122.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

K. Roife APR 29 1998

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 APR 29 AM 10:41
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
GMNE LEHIGH, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of GMNE LEHIGH, INC. under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **GMNE LEHIGH, INC.**

ARTICLE II. ADDRESS

The mailing address and principal office address of the corporation is:

2910 Bay to Bay Boulevard, Suite 203
Tampa, Florida 33629-8113.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida, including, but not limited to, the fostering of low-income housing.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Lynn C. Washington.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Russell A. Sibley, Jr.	2910 Bay to Bay Boulevard, #203 Tampa, Florida 33629-8113
Marybeth Storts	400 N. Ashley Drive, 2nd Floor Tampa, Florida 33602
James K. L. Smith	2910 Bay to Bay Boulevard, #203 Tampa, Florida 33629-8113

ARTICLE VIII. INITIAL OFFICERS

The officers of the corporation, shall be elected by the board of directors of the corporation, in the manner set forth in the bylaws for the corporation, and shall serve until their successors are elected and have qualified. The following persons shall constitute the initial officers of the corporation.

President	Russell A. Sibley, Jr.
Vice President	Marybeth Storts
Secretary/Treasurer	James K. L. Smith

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Lynn C. Washington	701 Brickell Avenue, Suite 3100 Miami, Florida 33131

The incorporator of the corporation assigns to this corporation his rights under Section 617.02011, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

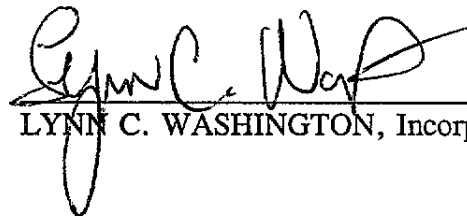
ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 28 day of April, 1998.



LYNN C. WASHINGTON, Incorporator

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

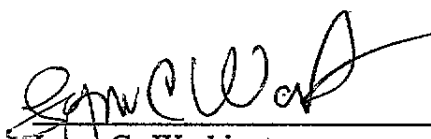
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **GMNE LEHIGH, INC.** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3100, Miami, Florida 33131 has named Lynn C. Washington as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Not For Profit Corporation Act, and am familiar with, and accept, the obligations of that position.

April 28, 1998
Date



Lynn C. Washington
Registered Agent

MIA4-595251.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA