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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Amend.
C. Coulllette JUN 06 2006

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Peterborough Apartments, Inc.

Signature

Requested by:

Name

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**CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PETERBOROUGH APARTMENTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, Peterborough Apartments, Inc., developed a housing facility with fund from the U.S. Department of Housing and Urban Development (HUD), known as Peterborough Apartments having FHA Project No. 067-11102, in St. Petersburg, Florida; and

WHEREAS, the members of the corporation have approved the recommendation of the Board of Directors to amend the Articles of Incorporation subject to approval by HUD, which shall be evidenced below.

NOW, THEREFORE, the Articles of Incorporation filed on November 2, 1972, as amended July 20, 1978 are hereby further amended as follows:

1. Article IV - PURPOSES is modified to delete subparagraph (b) and substitute the following therefore:

- (b) "This Corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future United States Internal Revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purposes. The Corporation shall have the single purpose to provide low income and elderly with housing facilities and services specifically designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness and longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis of the single asset and for no other business."

2. Article X is added as follows:

Article X - HUD Requirments:

So long as HUD, its successors or assigns, is the insurer or holder of the Note secured by the Mortgage Peterborough Apartments, (FHA Project No. 067-11102), in St. Petersburg, Florida:

- a) No amendment to these Articles of Incorporation that results in any of the following will have any force or effect without the prior written consent of HUD:
- (i) Any amendment that modifies the term of the Corporation;
 - (ii) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional principal;

- (iii) Any amendment that in any way affects the Note, Mortgage or Security Agreement on Peterborough Apartments or the Regulatory Agreement between HUD and the Corporation;
- (iv) Any amendment that would authorize any member other than a duly authorized officer to bind the Corporation for all matters concerning Peterborough Apartments which require HUD's consent or approval;
- (v) Any change in the guarantor of any obligation to HUD;
- (vi) Any amendment that would amend any provision of the By-Laws required by HUD to be included in the By-Laws, so long as HUD is the insurer or holder of the Note.

b) The Corporation is authorized to execute the HUD loan documents and any other documents required by HUD in connection with the HUD-insured loan. Any President, Vice President, Secretary, Assistant Secretary, Treasurer or other officer duly appointed by the Board of Directors is authorized to execute any and all of such documents for the Corporation.

c) Any incoming member must, as a condition of receiving a membership interest in the Corporation, agree to be bound by the HUD loan documents and any other documents required in connection with the HUD-insured loan to the same extent and on the same terms as the other members in the class of such incoming member.

d) Notwithstanding any other provisions of these Articles of Incorporation, upon any dissolution, no title or right to possession and control of Peterborough Apartments and no right to collect rents from Peterborough Apartments shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to HUD.

e) Notwithstanding any other provisions of the Articles of Incorporation, in the event that any provisions of the Articles conflict with the HUD loan documents, the provision of the HUD loan documents shall control.

f) The Corporation may not voluntarily be dissolved or converted to another type of entity without the prior written approval of HUD. The members, directors and officers of any assignee of an owner agree to be liable in their individual capacities and to HUD with respect to the following matters:

- (i) For funds or property of Peterborough Apartments coming into their hands, which by the provisions of the Regulatory Agreement, they are not entitled to retain;
- (ii) For their own acts and deeds or acts and deeds of others which they have authorized in violation of the provisions of the Regulatory Agreement;
- (iii) For the acts and deeds of affiliates as defined in the Regulatory Agreement, which the persons or entity has authorized in violation of the provisions of the Regulatory Agreement; and
- (iv) As otherwise provided by law.

g) Any person acquiring any of the following positions anew must meet the applicable requirements for HUD previous participation clearance:

- (i) any president, vice president, secretary, or treasurer or any other executive officer who is directly responsible fo the Board of Directors;
- (ii) any director; and
- (iii) member with a financial interest in the corporation of ten percent (10%) or greater. and
- (iv) As otherwise provided by law.

h) The Corporation shall not, without HUD's prior written consent:

- (i) engage in any new business or activity, including the operation of any rental project, other than the operation of Peterborough Apartments; or
- (ii) incur any liability or obligation not in connection with Peterborough Apartments.

3. Except as modified by this Certificate of Amendment, the Articles of Incorporation of Peterborough Apartments, Inc. and all other terms and conditions shall remain the same and in full force and effect.

IN WITNESS WHEREOF, we, the undersigned officers of the Corporation do certify that the foregoing Certificate of Amendment to the Articles of Incorporation were adopted and accepted by a majority of the Board of Directors and Members on the 15th day of February, 2006.

PETERBOROUGH APARTMENTS, INC.,
a Florida non-profit corporation

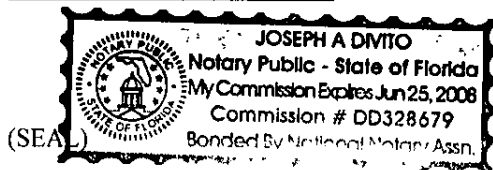
By: Virginia W. Rowell
Virginia Rowell

CORPORATE SEAL

Attest by: Marguerite M Dawson
Marguerite Dawson

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 31st day of May, by Virginia Rowell, as President and Marguerite Dawson as Secretary, respectively, of PETERBOROUGH APARTMENTS, INC., a Florida non-profit corporation, on behalf of the corporation, who are personally known to me or [] produced as identification and who did not take an oath.



Joseph A. Divito
NOTARY PUBLIC
Print Name: _____
My commission expires: _____