

D00115

33 North Garden Avenue, Suite 1200  
Clearwater, Florida 33755-6605  
tel 727-461-4801 • fax 727-443-6067  
www.gomidland.com

William K. Budd  
Vice President & General Counsel

Admitted in Virginia and the District of Columbia  
Florida Authorized House Counsel

September 19, 2000

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

200003400752--4  
-09/21/00--01065--019  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Midland Affordable Housing Group Trust

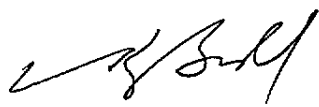
Dear Sir or Madam:

Enclosed is an original Fourth Amendment to the Amended and Restated Agreement and Declaration of Trust for filing. Also enclosed is our check in the amount of \$43.75 to cover the costs of the filing, together with a certificate of status.

Please return the certificate of status to the undersigned at your earliest convenience. Thank you for your assistance. Should you have any questions, please contact my paralegal, Michele Stanley at (727) 461-4801 ext. 3158.

Sincerely,

MIDLAND AFFORDABLE HOUSING GROUP TRUST



William K. Budd  
General Counsel

WKB/mrs  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
00 SEP 21 AM 8:03

Amend

V. SHEPARD OCT 2 2000

9/28/00  
RB

Midland Affordable Housing Group Trust  
Fourth Amendment to the Amended and Restated Agreement and Declaration of Trust

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
00 SEP 21 AM 8:03

This Fourth Amendment ("Amendment") to the Amended and Restated Agreement and Declaration of Trust for Midland Affordable Housing Group Trust (the "Group Trust") is entered into as of October 20, 1999, by and among Wayne County Employees' Retirement System, a body politic of the State of Michigan, City of Detroit Policemen and Firemen Retirement System, and General Retirement System of the City of Detroit (collectively, the "Participating Trusts") and Robert J. Banks, Keith J. Gloeckl, Ray F. Mathis, and Alfred D. Bricker (collectively, the "Trustees").

- A. The Group Trust was created pursuant to that certain Agreement and Declaration of Trust dated December 1, 1991 (the "Original Agreement") and existing pursuant to the Original Agreement as amended and restated by that certain Amended and Restated Agreement and Declaration of Trust dated as of January 1, 1992 (the "Amended and Restated Agreement"), and is organized to afford its Participating Trusts (as hereinafter defined), which are (i) trusts that individually for a part of and employer's pension or profit-sharing plan for employees that are exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code") by reason of qualifying under Section 401(a) of the Code, (ii) governmental plans as defined in Section 414 (d) of the Code, and/or (iii) governmental units as described in Section 818(a)(6)(B) of the Code, the opportunity to pool a portion of their assets for investment, primarily for the organization and acquisition of mortgage loan investments, in accordance with the terms and conditions of the Amended and Restated Agreement.
- B. The Amended and Restated Agreement was filed in the Office of the Secretary of State of the State of Florida on February 25, 1992 as Document #D00115.
- C. The Amended and Restated Agreement was modified by the First Amendment to Confidential Private Placement Memorandum and Amended and Restated Agreement and Declaration of Trust, which amendment is dated as of January 1, 1994, and which was filed in the Office of the Secretary of State of the State of Florida on July 31, 1995 (the "First Amendment").
- D. The Amended and Restated Agreement was modified by the Second Amendment to Midland Affordable Housing Group Trust Confidential Private Placement Memorandum, which amendment is dated as of December 1, 1995, and which was filed in the Office of the Secretary of State of the State of Florida on October 2, 1997 (the "Second Amendment").
- E. The Amended and Restated Agreement was modified by the Third Amendment to Midland Affordable Housing Group Trust Confidential Private Placement Memorandum, which amendment is dated as of October 1, 1997, and which was filed in the Office of the Secretary of State of the State of Florida on December 16, 1997 (the "Third

Amendment").

- F. The Participating Trusts and the Trustees desire to further amend the Amended and Restated Agreement as set forth herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned, constituting all of the Trustees of the Trust and all of the Participating Trusts, hereby further amend the Amended and Restated Agreement, as previously amended by the First Amendment, the Second Amendment and the Third Amendment, as follows:

1. The first sentence of Section 8.4 of the Amended and Restated Agreement is hereby deleted (as shown below) and the following (in italics) is inserted in its stead:

~~There shall be at least one but not more than four Trustees.~~

*There shall be at least one but not more than five Trustees.*

2. The following sentence (in italics) is added to the end of Section 8.4 of the Amended and Restated Agreement:

*Upon the death, resignation, or removal of a Trustee, the Board of Trustees may elect to reduce the size of the Board of Trustees by the number of deceased, resigned, or removed trustees; provided, however, there shall be at least one Trustee at all times. Thereafter, the Board of Trustees, by unanimous action, may increase the size of the Board of Trustees; provided, however, there shall be no more than five Trustees.*

3. The Participating Trusts hereby ratify the Amended and Restated Agreement as modified by the First Amendment, the Second Amendment and the Third Amendment and as further modified by this Amendment and ratify all action heretofore taken in the name of the Trustees of the Group Trust notwithstanding that more than four trustees might have been named to hold the position as a trustee of the Group Trust prior to the date hereof.
4. The size of the Board of Trustees (unless adjusted hereafter as provided for herein) is increased to five. The Trustees hereby name Michael L. Falcone as a trustee of the Group Trust. Therefore, the following are the Trustees of the Group Trust:

Robert J. Banks  
Keith J. Gloeckl  
Ray F. Mathis  
Alfred D. Bricker  
Michael L. Falcone

5. This Amendment may be executed in one or more counterparts, each of which shall be

deemed to be an original copy and all of which together shall constitute one agreement binding on all parties hereto, notwithstanding that all of the parties shall not have signed the same counterpart.

In witness whereof, the undersigned have executed this Amendment to be effective as of October 20, 1999.

{Signature Pages Attached}



~~Third~~ <sup>Fourth</sup> Signature Page to the Midland Affordable Housing Group Trust  
Amendment to the Amended and Restated Agreement and Declaration of Trust  
dated as of October 20, 1999

City of Detroit Policemen and Firemen Retirement System

By: William L. Fairweather & Ronald Stempin  
Name: William L. Fairweather Ronald Stempin  
Title: Trustee Trustee 8-17-00

County of Wayne }  
: ss  
State of Michigan }

Before me, the undersigned notary public, in and for the aforesaid county and state,  
personally appeared William Fairweather Ronald Stempin in his/her capacity as  
Trustee of the City of Detroit Policemen and Firemen Retirement  
System, and being duly sworn, acknowledged the execution of the foregoing ~~First~~ <sup>Fourth</sup> Amendment to  
the Amended and Restated Agreement and Declaration of Trust for Midland Affordable Housing  
Group Trust.

Witness my hand and seal this 17th day of August, 2000.

Nicholas Degel  
Notary Public

NICHOLAS DEGEL  
NOTARY PUBLIC - WAYNE COUNTY, MI  
MY COMMISSION EXP. 09/28/2010

*Fourth*

Signature Page to the Midland Affordable Housing Group Trust  
Third Amendment to the Amended and Restated Agreement and Declaration of Trust  
dated as of October 20, 1999

General Retirement System of the City of Detroit

By: *Thomas Kneeshaw*  
Name: SANDRA STUOZINSKI THOMAS KNEESHAW  
Title: TRUSTEE TRUSTEE

8-16-00

County of WAYNE }

:

ss

State of Michigan }

Before me, the undersigned notary public, in and for the aforesaid county and state, personally appeared SANDRA STUOZINSKI, THOMAS KNEESHAW in his/her capacity as TRUSTEE of the General Retirement System of the City of Detroit, and being duly sworn, acknowledged the execution of the foregoing Fourth Amendment to the Amended and Restated Agreement and Declaration of Trust for Midland Affordable Housing Group Trust.

Witness my hand and seal this 16th day of AUGUST, 2000.

*Nicholas Degel*  
Notary Public

NICHOLAS DEGEL  
NOTARY PUBLIC - WAYNE COUNTY, MI  
MY COMMISSION EXP. 09/28/2000

~~Third~~ <sup>Fourth</sup> Signature Page to the Midland Affordable Housing Group Trust  
Amendment to the Amended and Restated Agreement and Declaration of Trust  
dated as of October 20, 1999

Trustee:

Robert J. Banks  
Robert J. Banks

County of Pinellas  
State of Florida }

ss

Before me, the undersigned notary public, in and for the aforesaid county and state, personally appeared Robert J. Banks in his capacity as trustee of the Midland Affordable Housing Group Trust, and being duly sworn, acknowledged the execution of the foregoing ~~First~~ <sup>Fourth</sup> Amendment to the Amended and Restated Agreement and Declaration of Trust for Midland Affordable Housing Group Trust.

Witness my hand and seal this 1<sup>st</sup> day of September, 2000.

Michele R. Stanley  
Notary Public



MICHELE R. STANLEY



~~Third~~ <sup>Fourth</sup> Signature Page to the Midland Affordable Housing Group Trust  
Amendment to the Amended and Restated Agreement and Declaration of Trust  
dated as of October 20, 1999

Trustee:

Keith J. Gloeckl  
Keith J. Gloeckl

County of Pinellas  
State of Florida }

ss

Before me, the undersigned notary public, in and for the aforesaid county and state, personally appeared Keith J. Gloeckl in his capacity as trustee of the Midland Affordable Housing Group Trust, and being duly sworn, acknowledged the execution of the foregoing ~~First~~ <sup>Fourth</sup> Amendment to the Amended and Restated Agreement and Declaration of Trust for Midland Affordable Housing Group Trust.

Witness my hand and seal this 15<sup>th</sup> day of September 2000.


Michele R. Stanley  
Notary Public



MICHELE R. STANLEY

Fourth Signature Page to the Midland Affordable Housing Group Trust  
Third Amendment to the Amended and Restated Agreement and Declaration of Trust  
dated as of October 20, 1999

Trustee:

  
Ray F. Mathis

County of Piellas }  
State of Florida } ss

Before me, the undersigned notary public, in and for the aforesaid county and state, personally appeared Ray F. Mathis in his capacity as trustee of the Midland Affordable Housing Group Trust, and being duly sworn, acknowledged the execution of the foregoing First Fourth Amendment to the Amended and Restated Agreement and Declaration of Trust for Midland Affordable Housing Group Trust.

Witness my hand and seal this 23 day of August, 2000.



  
Notary Public

Fourth Signature Page to the Midland Affordable Housing Group Trust  
Third Amendment to the Amended and Restated Agreement and Declaration of Trust  
dated as of October 20, 1999

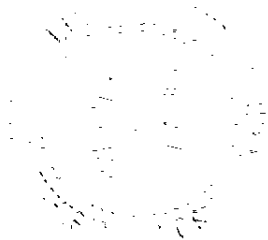
Trustee:

Alfred D. Bricker  
Alfred D. Bricker

County of Wayne }  
                                  :        ss  
State of MI        }

Before me, the undersigned notary public, in and for the aforesaid county and state,  
personally appeared Alfred D. Bricker in his capacity as trustee of the Midland Affordable  
Housing Group Trust, and being duly sworn, acknowledged the execution of the foregoing Fourth  
Amendment to the Amended and Restated Agreement and Declaration of Trust for Midland  
Affordable Housing Group Trust.

Witness my hand and seal this 11<sup>th</sup> day of Sept., 2000.



Janetta Hood-Mason  
Notary Public 02/28/2004