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F08000001207

Florida Department of State
Division of Corporations
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AMD MANAGEMENT CORPORATION

Certificate of Status	0
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AKR
8/8/08

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F08000001207

(Document number of corporation (if known))

1. AMD MANGEMENT CORPORATION

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. March 18, 2008

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 15, 2008

5. JRK RESIDENTIAL MANAGEMENT CORP.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Christopher P. Campbell

(Typed or printed name of person signing)

Vice President

(Title of person signing)

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AMD MANAGEMENT CORPORATION", CHANGING ITS NAME FROM "AMD MANAGEMENT CORPORATION" TO "JRK RESIDENTIAL MANAGEMENT CORP.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JULY, A.D. 2008, AT 6:21 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4518879 8100

080708158

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6733459

DATE: 07-17-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:21 PM 07/15/2008
Filed 06:21 PM 07/15/2008
SRV 080786138 - 4518879 FILE

STATE of DELAWARE
AMENDED AND RESTATED CERTIFICATE of INCORPORATION
A CLOSE CORPORATION
of
AMD MANAGEMENT CORPORATION

This Amended and Restated Certificate of Incorporation of AMD MANAGEMENT CORPORATION (the "Corporation"), dated as of July 15, 2008, has been duly executed and is being filed by Christopher P. Campbell, Vice President of the Corporation and in accordance with the provisions of Section 245(c) of the General Corporation Law of the State of Delaware, pursuant to a meeting of the Board of Directors of the Corporation, whereby resolutions were adopted setting forth a proposed amendment and restatement of the Certificate of Incorporation of said Corporation, which was filed on March 13, 2008, with the Secretary of State of the State of Delaware (the "Certificate"), declaring said amendment to be advisable. Thereafter, pursuant to resolution of the Board of Directors, a special meeting of the stockholders of said Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment and restatement of the Certificate. This Amended and Restated Certificate of Incorporation is meant to completely supersede, restate, and replace the Certificate.

The Certificate is hereby amended and restated in its entirety to read as follows:

FIRST: The name of this Corporation formed and continued hereby is:

JRK RESIDENTIAL MANAGEMENT CORP.

SECOND: Its Registered Office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Delaware 19904. The name of the registered agent is National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904, in the County of Kent.

THIRD: The sole purpose for which the Corporation is organized is to serve as manager of JRK Residential America, LLC, a Delaware limited liability company whose sole purpose is to manage multi-family residential properties throughout the United States on behalf of SunAmerica Affordable Housing Partners, Inc., and its affiliates, subsidiaries, and assigns, together with such other activities as may be necessary or advisable in connection with such limited purpose. The Corporation shall not engage in any business or have any purpose unrelated to the foregoing, and it shall not acquire any real property or own assets other than those in furtherance of the limited purposes of the Corporation.

FOURTH: The amount of the total stock of this corporation is authorized to issue is One Hundred Thousand (100,000) shares, with a par value of five cents (\$0.05) per share. All such shares are of one class designated as Common Stock.

FIFTH: The name and mailing address of the incorporator are as follows:

Christopher P. Campbell, Esq.
Eppert, Richman & Robbins, LLP
1875 Century Park East, Suite 800
Los Angeles, California 90067-2512

SIXTH: All of the Corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

SEVENTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

EIGHTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

NINTH: The Bylaws of the Corporation may be made, altered, amended, changed, added to or repealed by the Board of Directors without the assent or vote of the stockholders. Elections of directors need not be by ballot unless the Bylaws so provide.

TENTH: The Corporation shall, to the fullest extent permitted by Section 143 of the Delaware General Corporation Law, as the same may be amended and supplemented from time to time, indemnify all persons whom it may indemnify pursuant thereto.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors, and officers are subject to this reserved power.

TWELFTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by Section 102(b)(7) of the Delaware General Corporation Law, as the same may be amended and supplemented from time to time.

IN WITNESS WHEREOF, the Undersigned, for the purpose of forming and continuing a corporation under the laws of the State of Delaware, do make, file and record this Amended and Restated Certificate of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 15th day of July, A.D. 2008.


CHRISTOPHER P. CAMPBELL,
Vice President