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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Hibiscus Park Apartments, Inc.

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ROGERS TOWERS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HIBISCUS PARK APARTMENTS, INC.

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I  
NAME, TERM, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation shall be: Hibiscus Park Apartments, Inc. (the "Corporation").

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located at 300 N.W. 12th Avenue, Miami, Florida 33128. The Corporation retains the power of moving its office to any other address in the State of Florida, as may from time to time be determined and authorized by its Board of Directors.

(d) The resident agent of the Corporation is Charles R. Curley, Jr., Esq. whose office address is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

ARTICLE II  
PURPOSES

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized and shall be operated exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organization under within the meaning of 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. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any

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other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income taxation 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 (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

### ARTICLE III POWERS OF THE CORPORATION

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the property of the Corporation.

(c) To do and perform all acts reasonably necessary to accomplish the purpose of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing, capital advances and project rental assistance under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the property of the Corporation is held or insured by the Secretary of Housing and Urban Development. Moreover, in the event of any conflict between the terms of such Regulatory Agreement and these Articles of Incorporation, the terms of such Regulatory Agreement shall prevail.

(d) In the event of the dissolution of the Corporation, the residual assets of the Corporation will be distributed for one or more exempt purposes within the meaning of 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; however, in no event shall the assets of the Corporation be distributed to an organization created for religious purposes. Provided, however, that the Corporation shall, at all times so long as a mortgage on the property of the Corporation is held or insured by the Secretary of Housing and Urban Development, have the power to convey its property to the Secretary of Housing and Urban Development or his nominee, for exclusively public purposes.

### ARTICLE IV MEMBERS

The Corporation shall not have any members.

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ARTICLE V  
BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The number of directors of the Corporation shall be seven (7), and shall be elected by the members of the Corporation in the manner set forth in the Bylaws of the Corporation.

(d) The directors shall serve without compensation.

(e) The directors of the Corporation shall, at all times, be limited to individuals who are either members of Greater Miami Neighborhoods, Inc. or nonmembers who have the approval of the Board of Directors of the said sponsoring organization. In the event that a director ceases to be a member of Greater Miami Neighborhoods, Inc., or if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation. The term of the directors shall expire when their successors have been elected and have been duly qualified. The terms of office of each director shall be one (1) year.

(f) The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors of the Corporation, in a manner therein set out, and shall serve until their successors are appointed and have qualified. The directors shall appoint the regular officers of the Corporation at the annual meeting, for terms of one (1) year. The secretary and treasurer may be one and the same person. The annual meeting of the Board of Directors shall be on March 15 of each year.

(g) A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(h) Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such action may be taken by means of a telephone conference call at which all directors can hear one another and participate.

ARTICLE VI  
BYLAWS

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article III hereof.

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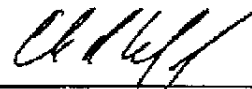
**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator are: Charles R. Curley, Jr., Esq., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

**ARTICLE VIII**  
**AMENDMENT OF ARTICLES**

So long as a mortgage on the property of the Corporation is held or insured by the Secretary of Housing and Urban Development or the Regulatory Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

Signed by the Incorporator this 2nd day of February, 2005.



Charles R. Curley, Jr., Esq.  
1301 Riverplace Boulevard, Suite 1500  
Jacksonville, Florida 32207

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

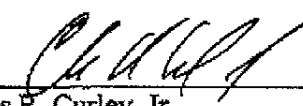
HIBISCUS PARK APARTMENTS, INC.

2. The name and address of the registered agent and office are:

CHARLES R. CURLEY, JR., ESQ.  
1301 RIVERPLACE BOULEVARD, SUITE 1500  
JACKSONVILLE, FLORIDA 32207

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

February 2, 2005

  
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Charles R. Curley, Jr.

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