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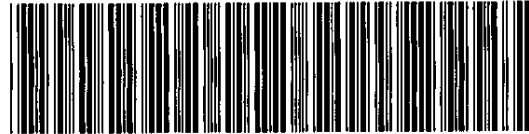
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2008 JUL 30 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Birch JUL 31 2008

**TALLAHASSEE**  
Suite 200  
1500 Mahan Drive  
Tallahassee, Florida 32308  
(850) 224-4070 Tel  
(850) 224-4073 Fax

**Nabors  
Giblin &  
Nickerson** P.A.  
ATTORNEYS AT LAW

**FORT LAUDERDALE**  
208 S.E. Sixth Street  
Fort Lauderdale, Florida 33301  
(954) 525-8000 Tel  
(954) 525-8331 Fax

**TAMPA**  
Suite 1060  
2502 Rocky Point Drive  
Tampa, Florida 33607  
(813) 281-2222 Tel  
(813) 281-0129 Fax

July 29, 2008

**Via Hand Delivery**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

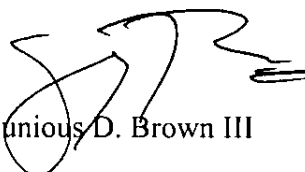
Re: FHFC II, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$78.75 for the not-for-profit filing fee, designation of registered agent and certified copy of the Articles of Incorporation.

If you require anything further, please contact me.

FROM: Junious D. Brown III  
1500 Mahan Drive, Suite 200  
Tallahassee, FL 32308  
850/224-4070

Sincerely,

  
Junious D. Brown III

FILED

2008 JUL 30 PM 4: 29

ARTICLES OF INCORPORATION  
OF  
FHFC II, INC.  
(a Florida not-for-profit corporation)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acknowledges and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a not-for-profit corporation under and in accordance with the laws of the State of Florida, these Articles of Incorporation (the "Articles").

ARTICLE I  
NAME

The name of the corporation shall be FHFC II, Inc. (the "Corporation").

ARTICLE II  
PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 227 North Bronough Street, Suite 5000, Tallahassee, Florida 32301, but the Corporation may maintain offices and transact business in other places within the State of Florida as may from time to time be designated by the Board (as defined in Article IV herein); furthermore, the Board may from time to time relocate the principal office of the Corporation.

ARTICLE III  
PURPOSE

This Corporation, a wholly-owned subsidiary of the Florida Housing Finance Corporation ("Florida Housing"), and an instrumentality of the State of Florida pursuant to Section 420.507(40), Florida Statutes, as amended, is organized exclusively for the charitable, non-profit purpose of assisting Florida Housing in achieving its statutory purposes and exercising its statutory powers, as set forth in Chapter 420, Part V, Florida Statutes, as amended, by taking title to and/or managing and/or disposing of property acquired by Florida Housing from time to time through any of Florida Housing's various programs. In fulfilling such purpose, the Corporation shall be entitled to own, mortgage and sell property on the same basis as Florida Housing.

The Corporation is a business entity acting on behalf of the State of Florida within the meaning of Section 768.28, Florida Statutes, as amended, and is entitled to the rights of the State of Florida and its agencies as set forth therein. Without limiting the generality of the foregoing, but subject to the limitations set forth in Article X hereof, the Corporation shall have all the powers, privileges and rights necessary or convenient for carrying out the purposes for which the Corporation is formed, including, but not limited to, such powers, privileges and rights created, given, extended and conferred pursuant to Section 420.507(40), Florida Statutes, as amended.

and the directors hereby claim for the Corporation all the benefits, privileges, rights and powers created, given, extended or conferred by the provisions of all applicable laws of the State of Florida pertaining to not-for-profit corporations and any additions or amendments thereto.

ARTICLE IV  
MEETINGS; QUORUM; VOTING AND MANNER OF ELECTION

1. The powers of the Corporation shall be vested in the members of its Board of Directors (the "Board") in office from time to time. The Board shall at all times be identical to the Board of Directors of Florida Housing (the "Florida Housing Board"), unless otherwise determined by the Board in accordance with the By-Laws of the Corporation (as defined in Article VIII herein). Any changes to the composition and/or membership of the Florida Housing Board shall automatically apply to the Board without further action by the Board, including adoption thereby.

2. Directors may be suspended or removed and vacancies on the Board shall be filled in the same manner as directors of Florida Housing may be suspended or removed and vacancies of the Florida Housing Board are filled, unless otherwise determined by the Board in accordance with the By-Laws.

3. Five members of the Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes. Action may be taken by the Board upon an affirmative vote of a majority of the members present, provided that no action shall be taken by an affirmative vote of less than four members.

ARTICLE V  
INITIAL DIRECTORS AND/OR OFFICERS

The names and addresses of the members of the initial Board, who shall hold office until their successors are elected and have qualified in accordance herewith, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Lynn M. Stultz	3116 Capital Circle, NE, Suite 10 Tallahassee, Florida 32308
David E. Oellerich	1604 N. Marion Street Tampa, Florida 33602
Ken Fairman	10901 SW 60 <sup>th</sup> Avenue Pinecrest, Florida 33156

<u>Name</u>	<u>Address</u>
Zully Ruiz	8290 SW 48 <sup>th</sup> Street Miami, Florida 33155
Stuart Scharaga	P.O. Box 3339 Naples, Florida 34106
Marilyn Seroyer	5100 Town Center Circle, Tower 2, #350 Boca Raton, Florida 33486
Sandra Terry	509 Collins Road, P.O. Box 511 Laurel, Florida 34272
Tom Pelham	2555 Shumard Oak Boulevard Tallahassee, Florida 32399-2100

The affairs of the Corporation shall be managed by the directors and the officers in accordance with the By-Laws. The officers of the Corporation shall be identical to the officers of the Florida Housing Board, without the need for further action by the Board. Officers shall serve at the pleasure of the Board.

#### ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent of the Corporation shall be Wellington H. Meffert, II, whose initial office shall be located at 227 North Bronough Street, Suite 5000, Tallahassee, Florida 32301.

#### ARTICLE VII INCORPORATOR

The name and address of the incorporator and subscriber to these Articles is:

<u>Name</u>	<u>Address</u>
Junious D. Brown III	1500 Mahan Drive, Suite 200 Tallahassee, Florida 32308

## ARTICLE VIII BY-LAWS

The rules of Florida Housing in existence on the date of incorporation of the Corporation, including Rule Chapters 67-48, 67-49, 67-52, 67-53, Fla. Admin. Code, and all rules of Florida Housing regarding fees (collectively, the "Florida Housing Rules"), shall be adopted by the Board as the initial By-Laws. The Corporation shall continue to be governed by the Florida Housing Rules until such time as (i) the Florida Housing Rules are altered or amended, in which instance the Corporation shall be governed by such altered or amended Florida Housing Rules, without the need for further action, or (ii) the Board shall adopt (a) rules necessary to conduct the business and carry out the purposes of the Corporation pursuant to Section 420.507(40), Florida Statutes, as amended, or (b) such other instrument or documentation in connection with managing the business and regulating the affairs of the Corporation, in which instance the rules referenced in section (ii)(a) above or the instruments or documentation referenced in this section (ii)(b) shall govern the Corporation.

The Florida Housing Rules discussed above and the rules, instruments or documents referenced in section (ii)(a) and (ii)(b) above shall be individually and collectively referred to in these Articles as the "By-Laws".

The first By-Laws of the Corporation shall be adopted by the directors and may be altered, amended or rescinded by the directors in the manner provided by the By-Laws.

## ARTICLE IX AMENDMENTS

These Articles may be amended or repealed, in whole or in part, by a majority vote at any duly organized meeting of the directors.

## ARTICLE X RESTRICTIONS AND LIMITATIONS

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof and except that the Corporation shall be authorized to transfer all or part of its earnings to Florida Housing.

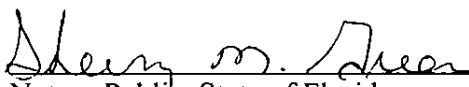
2. The Corporation shall not attempt to influence legislation as a substantial part of its activities nor shall it participate to any extent in any political campaign for or against any candidate for public office.

IN WITNESS WHEREOF, the incorporator and subscriber has hereunto set his hand and seal, this 24<sup>th</sup> day of July, 2008.

  
\_\_\_\_ (L.S.)


STATE OF FLORIDA                    )  
  )  
COUNTY OF LEON                    )       SS.

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of July, 2008 by Junious D. Brown III, the incorporator of FHFC II, Inc. Such person is personally know to me or has presented \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Printed Name: Sherry M. Green  
My Commission Expires: 12-15-2011  
Commission No.: DD 726206

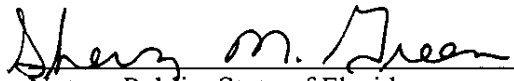


Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 (L.S.)

STATE OF FLORIDA                    )  
  )     SS.  
COUNTY OF LEON                 )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of July, 2008 by Wellington H. Meffert, II, the registered agent of FHFC II, Inc. Such person is personally know to me or has presented \_\_\_\_\_ as identification.

  
Notary Public, State of Florida  
Printed Name: Sherry M. Green  
My Commission Expires: 12-15-2011  
Commission No.: DD 726206

