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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

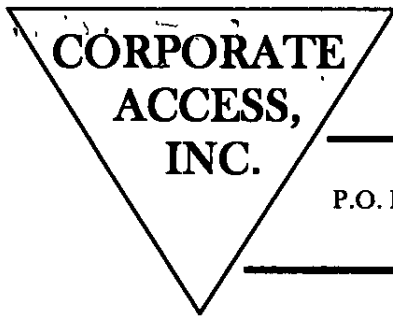
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W08-50070

B. McKnight NOV 05 2008



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Articles

1.

Andy's Place Partners Inc

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:



FLORIDA DEPARTMENT OF STATE
Division of Corporations

Corrected.
Please file.
Thanks!
11

November 3, 2008

CORPORATE ACCESS, INC.

SUBJECT: ANDY'S PLACE PARTNERS INC
Ref. Number: W08000050070

We have received your document for ANDY'S PLACE PARTNERS INC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles of incorporation so that we may complete the filing process.

An effective date may be added to the Articles of Incorporation **if a 2009 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 508A0005589

RECEIVED
08 NOV -4 AM 10:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ANDY'S PLACE OF JACKSONVILLE, INC.

APPROVED
AND
FILED
03 NOV -1 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, Chapter 617, the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1. Name. The name of this corporation shall be ANDY'S PLACE OF JACKSONVILLE, INC.

Article II

Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business of this corporation shall be 2055 Reyko Road, Suite 101, Jacksonville, Florida 32207; and the mailing address of this corporation shall be the same.

Article III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful activity permitted under the laws of the United States of America and of the State of Florida for a not-for-profit corporation. It is intended that this corporation shall not engage in any activity for pecuniary profit. The primary purpose of this corporation shall initially be to operate an affordable multifamily rental housing project.

Section 3.2. Limitations on Actions. All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the net earnings of the corporation shall enure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be the carrying-on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Article IV

Directors

Section 4.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than the number required by F. S. Section 617.0803(1) or successor provision.

Section 4.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Derya Williams	2055 Reyko Road, Suite 101 Jacksonville, Florida 32207
Susan Cochran	2055 Reyko Road, Suite 101 Jacksonville, Florida 32207
Ed McCall	2055 Reyko Road, Suite 101 Jacksonville, Florida 32207

Section 4.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

Section 4.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 4.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article V

Initial Registered Agent and Address

Section 5.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Robert V. Duss
Taylor, Stewart, Houston, & Duss, P.A.
1050 Riverside Avenue
Jacksonville, Florida 32204

Article VI

Incorporator

Section 6.1. Name and Address. The name and street address of the incorporator of this corporation is:

Robert V. Duss
Taylor, Stewart, Houston, & Duss, P.A.
1050 Riverside Avenue
Jacksonville, Florida 32204

Article VII
Duration

Section 7.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article VIII
Members

Section 8.1. Members. The members of the corporation shall consist of the persons designated in Article IV as the initial Board of Directors and such other persons as the Board of Directors may elect from time to time.

Article IX
Dissolution

Section 9.1. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and which are described in Sections 170(c), 170(b)(1)(A), 2055(a), and 2522(a), as the Board of Directors shall determine. All section references are to the Internal Revenue Code of 1986, as amended.


Article X
Bylaws

Section 10.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the members or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the members if the members specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article XI
Amendment

Section 11.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the
30th day of October, 2008.



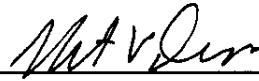
Robert V. Duss
Incorporator

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

ANDY'S PLACE OF JACKSONVILLE, INC. desiring to organize or qualify under the laws of the State of Florida, hereby designates Robert V. Duss as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be Taylor, Stewart, Houston, & Duss, P.A., 1050 Riverside Avenue, Jacksonville, Florida 32204.

DATED this 30th day of October, 2008.



Robert V. Duss
Incorporator

Having been named as registered agent 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.

DATED this 30th day of October, 2008.



Robert V. Duss
Registered Agent

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TALLAHASSEE, FLORIDA