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September 18, 2015

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PENINSULA HOUSING DEVELOPMENT INC. XVIII

1223 S.W. 4TH STREET, SUITE 202

MIAMI, FL 33135-2407

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PENINSULA HOUSING DEVELOPMENT INC. XVIII**

Pursuant to the provisions of Section 617.1002, Florida Statutes, Peninsula Housing Development Inc. XVIII, a Florida not for profit corporation (the "Corporation"), adopts the following articles of amendment to its articles of incorporation:

1. Article V, BOARD OF DIRECTORS, of the Articles of Incorporation of the Corporation is amended in entirety to read as follows:

**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 nine (9) (consisting of seven (7) voting members and two (2) non-voting members), and shall be elected by the members of the Corporation in the manner set forth in the Bylaws of the Corporation. In accordance with Prohibited Relationships, 24 C.F.R. § 891.130, no voting member of the Board of Directors may receive any compensation from (i) CODEC, Inc. or (ii) CNC Management, Inc.

(c) The directors shall serve without compensation.

(d) The directors of the Corporation shall, at all times, be members of the Corporation, except as otherwise provided in the Bylaws of the Corporation. No non-member of the Corporation may be a member of the Board of Directors, except as otherwise provided in the Bylaws of the Corporation. In the event that a director ceases to be a member of the Corporation, then such shall constitute automatic resignation as a director of the Corporation. To the extent practicable, the directors shall be persons representing a wide variety of housing and community development interests and need not be residents of the State of Florida. 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 three (3) years.

2. Article V, HUD PROVISIONS, of the Articles of Incorporation of the Corporation is deleted in its entirety.

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3. The Board of Directors of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a written action in lieu of a formal meeting of the Board of Directors on December 12, 2013.

4. The members of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment at a meeting of the members on December 12, 2013.

5. The amendment to the Articles of Incorporation is not required to be approved by the Secretary of the Department of Housing and Urban Development in accordance with Article VIII of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned officer of Peninsula Housing Development Inc. XVIII hereby certifies that these Articles of Amendment were adopted by the Corporation effective as of December 12, 2013.

PENINSULA HOUSING DEVELOPMENT INC.
XVIII

By: *Guillermo M. Diaz*
Name: *Guillermo M. Diaz*
Title: *President*