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FLORIDA PROFIT/NON PROFIT CORPORATION

TEDC Affordable Communities II, Inc.

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**ARTICLES OF INCORPORATION
OF
TEDC AFFORDABLE COMMUNITIES II, INC.**

These Articles of Incorporation (these "Articles") are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with Chapter 617 of the Florida Statutes.

**ARTICLE I
NAME AND ADDRESS**

(a) The name of the corporation governed by these Articles shall be the "TEDC AFFORDABLE COMMUNITIES II, INC." (the "Corporation").

(b) The street address of the Corporation's initial principal office shall be 675 NW 56th Street, Building C, Miami, Florida 33127.

(c) The Corporation's mailing address shall be 675 NW 56th Street, Building C, Miami, Florida 33127.

**ARTICLE II
TERM OF EXISTENCE AND DEFINITIONS**

(a) The Corporation shall have perpetual existence.

(b) For purposes of these Articles, the following definitions shall apply:

(1) The terms "Internal Revenue Code" and "Code" shall refer to the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Federal tax laws.

(2) The term "TEDC" shall refer to TACOLCY ECONOMIC DEVELOPMENT CORPORATION, INC., a Florida not for profit corporation, a charitable organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, and a publicly supported charity as described in Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code, or its successor or successors (the supported organization).

**ARTICLE III
PURPOSES; RESTRICTIONS**

(a) Subject to the restrictions set forth in Paragraph (b) below, the purpose of the Corporation is to directly and indirectly, foster, provide, own, operate and maintain, affordable and workforce housing to very low, low and moderate income families, and any other activities that benefit TEDC, a publicly supported charitable organization. The Corporation may engage in any activity that reasonably benefits and furthers TEDC's mission of providing affordable housing and economic development. The Corporation may also make payments to or for the use of TEDC; provide services or facilities for TEDC; carry on independent programs or activities

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which in turn directly or indirectly support or benefit TEDC; and solicit funds for the needs of TEDC and for its own purposes.

(b) Despite any other provision of these Articles or Florida law:

(1) At all times, the Corporation shall be organized and operated solely to support, benefit, perform the functions of, and carry out the purposes of TEDC.

(2) The Corporation shall not operate to support or benefit any organization other than TEDC, and shall only engage in activities in furtherance of the Corporation's charitable purpose to support and benefit TEDC.

(3) No part of the net earnings of the Corporation shall inure to the benefit of any Member (other than TEDC), Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

(4) No Member (other than TEDC), Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(5) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(6) The Corporation shall not engage in any excess benefit transaction as defined in Section 4958(c) of the Internal Revenue Code.

(7) The Corporation shall not make any taxable expenditure, as defined in Section 4945(d) of the Internal Revenue Code.

(8) The Corporation shall not take any action that would cause the Corporation to fail to qualify as a "Type 1" supporting organization, as such term is defined and used under Section 509 of the Internal Revenue Code and the corresponding Treasury regulations.

(9) The Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code, or by organizations, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. The Corporation shall at all times operate as an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, and nothing in these Articles shall be construed to the contrary.

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ARTICLE IV
POWERS

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for not for profit corporations.

ARTICLE V
MEMBERS

(a) The Corporation shall have one class of Members. The sole Member of the Corporation is TEDC.

(b) The rights of the Member, and the qualification and designation of a successor Member (if any), shall be as set forth in the Corporation's Bylaws.

ARTICLE VI
DIRECTORS

(a) All corporate powers shall be exercised by or under the authority of, and the Corporation's affairs shall be managed by, the Corporation's Board of Directors.

(b) All members of the Board of Directors shall be elected by the Board of Directors of TEDC (the governing body of the sole Member of the Corporation), or by any committee or officer of TEDC that is duly authorized by the Board of Directors of TEDC to act in such a capacity.

(c) Despite any other provision in these Articles or under Florida law, the Board of Directors shall not at any time be filled by a majority of individuals (or 50% of individuals) who are disqualified persons as defined in Section 4946 of the Internal Revenue Code, other than TEDC, and other than the foundation managers (as defined in Section 4946 of the Internal Revenue Code).

(d) The names and addresses of the initial members of the Board of Directors, as elected and authorized by TEDC, are as follows, are as follows:

- (1) MOSES FLORENCE
675 NW 56 Street, Building C
Miami, Florida 33127
- (2) LUCE LOHIER
675 NW 56 Street, Building C
Miami, Florida 33127
- (3) CHERYL A. NEMROD
675 NW 56 Street, Building C
Miami, Florida 33127
- (4) TANGIE WHITE
675 NW 56 Street, Building C

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Miami, Florida 33127

(e) The manner in which future Directors are to be elected or appointed shall be as set forth in the Bylaws, subject to the restriction in Paragraphs (b) and (c) above. The number of Directors may be increased or decreased in the manner provided in the Bylaws, but the Corporation shall always have at least three (3) Directors.

ARTICLE VII
BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The powers to alter, amend, or repeal the Bylaws, or adopt new Bylaws, shall be vested in the Board of Directors, except as otherwise provided in the Bylaws.

ARTICLE VIII
AMENDMENT OF THESE ARTICLES

The Board of Directors of TEDC (or any committee or officer of TEDC that is duly authorized by the Board of Directors of TEDC) may amend these Articles at any time, and shall follow the procedures for amending articles of incorporation of a not for profit corporation prescribed by Florida law.

ARTICLE IX
DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the Corporation's remaining assets shall be turned over to TEDC, as the supported organization. If, upon such time, TEDC is either not in existence, or not recognized as a charitable organization exempt from Federal income tax under Section 501(c)(3) of the Code and as a publicly supported charity described in Section 509(a)(1) or 509(a)(2) of the Code, then the Corporation's remaining assets shall be turned over to such one or more organizations which themselves are exempt as organizations described in Code Section 501(c)(3).

ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT

(a) The street address of the Corporation's initial registered office is: 675 NW 56 Street, Building C, Miami, Florida 33127.

(b) The name of the Corporation's initial registered agent at that address is: CAROL GARDNER.

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ARTICLE XI
INCORPORATOR

The name and address of the Incorporator of the Corporation is as follows:

TACOLCY ECONOMIC DEVELOPMENT CORPORATION, INC.
675 NW 56 Street, Building C
Miami, Florida 33127

IN WITNESS WHEREOF, I have executed these Articles as of this 19th day of April,
2016.

INCORPORATOR:

TACOLCY ECONOMIC DEVELOPMENT
CORPORATION, INC.

Carol Gardner
Carol Gardner, President

CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.

Carol Gardner
Carol Gardner, Registered Agent

Date: April 19th, 2016.

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JORDAN G. LEE
PARTNER
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Suite 300
Tampa, Florida 33607
DIRECT (813) 227-8183
FAX (813) 227-8283
EMAIL jlee@shutts.com

April 21, 2016

VIA FAX (850) 617-6381

Claretha Golden, Regulatory Specialist II
Florida Department of State
Division of Corporations

Re: TEDC Affordable Communities II, Inc.
Ref: W16000029781

Dear Ms. Golden:

I am writing in reply to your letter dated April 21, 2016, in which you stated that the Articles of Incorporation submitted for the above-referenced entity could not be filed because reference was made to a "doing business as name" in the document.

Please be advised that TEDC Affordable Communities II, Inc. is being formed as a Type I supporting organization pursuant to Section 509 of the Internal Revenue Code.

As a Type I supporting organization under Section 509, TEDC Affordable Communities II, Inc. will be operated solely to support, benefit, perform the functions of, Tacolcy Economic Development Corporation, Inc. However, Tacolcy Economic Development Corporation, Inc. is a separate entity and not a fictitious name for TEDC Affordable Communities II, Inc.

Please advise.

Sincerely,

Shutts & Bowen LLP

A handwritten signature in black ink, appearing to read "Jordan G. Lee". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Jordan G. Lee

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