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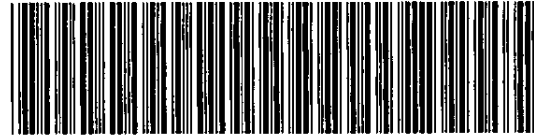
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 FEB 24 P 1:14

FILED

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T. LEMIEUX

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Notated*

BUTLER | SNOW

February 23, 2017

VIA FEDERAL EXPRESS

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

NAME OF CORPORATION: AOF Miami Dade Affordable Housing Corp.

DOCUMENT NUMBER: N17000001142

FILING OF: Amended and Restated Articles of Incorporation

Ladies and Gentlemen:

The enclosed are the following: (1) the "Amended and Restated Articles of Incorporation" of AOF Miami Dade Affordable Housing Corp. submitted to you for expedited filing, (2) our check made payable to Florida Department of State in the amount of \$52.50 in payment of the filing fee (\$35.00), a Certificate of Status (\$8.75), and a Certified Copy of the filed Amended and Restated Articles of Incorporation (\$8.75), and (3) a second copy of the Amended and Restated Articles of Incorporation enclosed in order to obtain the hereby requested Certified Copy of the filed Amended and Restated Articles of Incorporation.

If any additional documentation or information is needed in connection with this requested filing and requested certificates, or if any problems or delays arise in these requested filings, please contact Lesly Murray at 601-985-4564 or lesly.murray@butlersnow.com at your earliest convenience.

Please return the Certificate of Status, the Certified Copy and all correspondence concerning this matter (a) if possible, emailed to lesly.murray@butlersnow.com or (b) if email transmission is not possible, then sent to Lesly Gaynor Murray, Butler Snow LLP, 1020 Highland Colony Parkway, Suite 1400, Ridgeland, MS 39157.

Thank you in advance for your prompt attention to this filing.

Very truly yours,

BUTLER SNOW LLP


Lesly Gaynor Murray

Butler Snow LLP
1170 Peachtree Street, Suite 1900, Atlanta, GA 30309

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION 2017 FEB 24 P 1:14
OF

AOF MIAMI DADE AFFORDABLE HOUSING CORP.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation of AOF Miami Dade Affordable Housing Corp. (as so amended and restated, these "Articles" or these "Articles of Incorporation") amend and restate in their entirety the original Articles of Incorporation (the "Original Articles of Incorporation") of AOF Miami Dade Affordable Housing Corp. (the "Corporation") filed with the Secretary of State of the State of Florida January 31, 2017, dated to be effective as of January 30, 2017, Document Number N17000001142, and the "Effective Date" of these Articles of Incorporation shall be January 30, 2017, as set forth in Section 8.1 hereof.

These Articles are entered into pursuant to the Florida Not for Profit Corporations Act Florida Statutes, Section 617.01011, *et seq.*, as amended (the "Florida Not for Profit Corporations Act"), in particular including Section 617.1007 thereof, and are executed in accordance with Section 617.01201 thereof by the President of the Corporation. The Corporation has no members and therefore these Articles do not contain an amendment to the Original Articles of Incorporation requiring the approval of any member. The Corporation is governed by its board of directors (so called its "Board of Trustees"), and its Board of Trustees unanimously adopted and approved these Articles by written unanimous consent resolution adopted and consented to unanimously by the Board of Trustees to be effective as of January 30, 2017, the effective date of the incorporation of the Corporation.

These duly adopted Amended and Restated Articles of Incorporation supersede the Original Articles of Incorporation of the Corporation as of the Effective Date of January 30, 2017.

ARTICLE I

Section 1.1 The name of the Corporation is:

AOF Miami Dade Affordable Housing Corp.

Section 1.2 The Corporation is organized pursuant to the provisions of the Florida Not for Profit Corporations Act.

Section 1.3 The Corporation is a not for profit corporation and is organized for exclusively charitable purposes.

Section 1.4 The Corporation shall have perpetual duration.

Section 1.5 The Corporation shall be a non-stock not for profit corporation and shall not be authorized to issue any shares of stock.

Section 1.6 The Corporation shall have no members.

Section 1.7 The Corporation is not a private foundation under Section 509(a) of the Internal Revenue Code of 1986, as amended (the "Federal Tax Code").

Section 1.8 The board of directors of the Corporation shall be designated and referred to as the "Board of Trustees" and the directors of the Corporation shall be designated and referred to as "Trustees". The initial Board of Trustees of the Corporation shall be comprised of the five (5) individuals

names in the Original Articles of Incorporation who were appointed in accordance with Section 4.1 hereof, and pursuant to Section 4.4 hereof they shall serve for the initial term of one year or until their successors are appointed in accordance with Section 4.3 hereof.

Section 1.9 The initial registered office of the Corporation shall be CT Corporation System, 1200 South Pine Island Road, Plantation, Broward County, Florida 33324. The initial registered agent of the Corporation at such address shall be CT Corporation System.

Section 1.10 The initial principal office of the Corporation shall be located at 4401 Northside Parkway, Suite 711, Atlanta, Fulton County, Georgia 30327.

ARTICLE II

Section 2.1 The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Federal Tax Code as a subordinate (a "501(c)(3) subordinate") of The American Opportunity Foundation, Inc., a Georgia not for profit corporation (the "Exempt Group Central Organization" or the "Parent"), which has been determined to be an organization described in Section 501(c)(3) of the Federal Tax Code exempt from federal income taxation under Section 501(a) of the Federal Tax Code and which has received a group exemption as a central organization whose subordinates are recognized as exempt from federal income tax under Section 501(c)(3) of the Federal Tax Code. Within the charitable purposes allowed under Section 501(c)(3) of the Federal Tax Code, the Corporation shall be operated primarily to foster, support, provide, develop, acquire, construct, rehabilitate and/or operate qualified affordable housing for low-to-moderate income persons and families, elderly persons and/or mentally or physically disabled persons, all in accordance with, *inter alia*, Section 501(c)(3) of the Federal Tax Code, the requirements applicable to subordinates of the Parent and the Florida Not for Profit Corporations Act. In particular, without limiting the generality of the foregoing, but subject to the other provisions of these Articles of Incorporation, the Corporation shall have all corporate powers granted under the Florida Not for Profit Corporations Act and shall:

A. Provide aid to the poor and distressed, provide decent, safe and sanitary housing for low-to-moderate income persons and families, elderly and/or disabled persons, provide social services to elderly persons and low-to-moderate income persons and families, assist in the social and economic integration of the poor, combat community deterioration, lessen neighborhood tensions, eliminate prejudice and discrimination, and reduce the burden on government through the provision of affordable housing for low-to-moderate income persons and families, elderly persons and/or mentally or physically disabled persons;

B. Directly on its own behalf, or as a member in a limited liability company, or a partner in a partnership, or a venturer in a joint venture, or any combination of the foregoing, acquire, construct, rehabilitate, equip, finance, own, maintain, operate and preserve one or more multifamily or elderly rental housing projects located in the State of Florida (the "State") or elsewhere, which will constitute and will be owned and operated as affordable rental housing to be occupied in whole or requisite part by low-to-moderate income persons and families (collectively or each respectively, as applicable, the "Projects" and a "Project");

C. Finance the acquisition, construction or rehabilitation and equipping of each Project with one or more loans (collectively, or each respectively, the "Project Loans"), which Project Loans may be financed in whole or in part and directly or indirectly by one or more loans (secured by a mortgage or otherwise secured) and/or by multifamily housing revenue bonds ("Bonds") and/or in connection with low income housing tax credits ("Tax Credits"). Any such Project Loan may be secured by a mortgage on the Project. Any such Bonds may be issued in multiple series, may include tax-exempt and taxable

bonds, may include rated and/or unrated bonds, and may be secured as determined acceptable by the Corporation's Board of Trustees. In addition, the Corporation or the limited liability company of which it is the sole member may obtain one or more unsecured loans and/or subordinate secured loans (including subordinate mortgage loans) in connection with any Project.

D. Operate each Project at all times in full compliance with all applicable requirements and limitations in order to maintain the Corporation's status as an organization exempt from federal income taxation as an organization described in Section 501(c)(3) of the Federal Tax Code. The Corporation shall operate, or cause to be operated, each Project at all times in full compliance with all applicable requirements related to the Project Loans and any Bonds or Tax Credits issued with respect to any Project. In addition and without limiting the generality of the foregoing and other provisions hereof, the Corporation shall comply fully and at all times with all applicable restrictions under the Federal Tax Code with respect to income limits and rental restrictions applicable to all or a specified portion of the apartment units in each Project, and specifically the tenant income limits, rent restrictions and other Project related requirements and limitations and the requirements of the safe harbor set forth in or contemplated by Internal Revenue Service ("IRS") Revenue Procedure 96-32 or any supplemental, successor, amending or superseding revenue procedure, ruling or announcement.

E. Acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the acquisition, construction, equipping or operation of each Project, and enter into any contracts necessary or appropriate in connection with such acquisition, construction, equipping or operation of such Project.

F. Borrow money and issue evidences of indebtedness, and secure the same by mortgage, deed of trust, assignment of leases and rents, security agreement, pledge, or other lien, in furtherance of any or all of its purposes in connection with a Project.

G. Restrict and encumber the use and operation of each Project (including, without limitation, the qualifications of eligible tenants of the Project) with covenants running with the land necessary or appropriate in order to maintain the Corporation's status as exempt from federal income taxation as an organization described in Section 501(c)(3) of the Federal Tax Code and, if applicable, maintain the excludability of interest on any tax exempt Bonds from gross income for purposes of federal income taxation and/or maintain compliance with any Tax Credits.

H. Enter into and perform any and all contracts or other documents of any kind necessary or appropriate to, or in connection with, or incidental to, the accomplishment of the purposes of the Corporation, including, without limitation, expressly, Project Loan documents, tax compliance agreements, project regulatory agreements and any and all other contracts or other documents required by any mortgage lender, any mortgage loan insurer, the issuer or underwriter of any Bonds, and/or any Tax Credit investor, and any other documents that may be desirable or necessary to comply with the requirements of the Project Loan documents or the Federal Tax Code or otherwise necessary or appropriate in connection with the initial financing or any future additional financing or refinancing of such Project, the acquisition, construction or rehabilitation and equipping of such Project, or the operation of such Project.

I. Provide directly or through the Parent, other subordinates of the Parent or other organizations exempt from federal income taxation as organizations described in Section 501(c)(3) of the Federal Tax Code (so called herein, "Exempt Organizations"), or other persons or entities, whether related or unrelated to the Corporation and the Parent, and in each case pursuant to arms-length agreements, such social services and support services for the low-to-moderate income, elderly and/or disabled tenants of each Project as the Corporation may deem appropriate in furtherance of its exempt charitable purposes.

J. Contract, agree or otherwise make arrangements with third parties (which may include interested or related persons and entities) for property, goods or services for reasonable fair market consideration or compensation in connection with the operation of each Project or fulfillment of any other exempt charitable purpose of the Corporation.

K. Apply or distribute excess revenues from each Project (available after payment of debt service on any Project Loans, all other payments, fees and expenses payable pursuant to the documents entered into with respect to the Project Loans and/or any Bonds and/or any Tax Credits or other loans, all operating expenses of such Project and any necessary or appropriate capital expenditures with respect to such Project) exclusively in furtherance of the Corporation's exempt charitable purposes, including, without limitation, making charitable grants or donations to the Parent, other subordinates of the Parent or other Exempt Organizations in furtherance of the Corporation's exempt charitable purposes and the exempt charitable purposes of the recipient, all in accordance with the Florida Not for Profit Corporations Act and Section 501(c)(3) of the Federal Tax Code.

L. Do any and all lawful acts and enter into any and all lawful documents or agreements that may be necessary, useful, suitable or proper for the furtherance of the accomplishment of the exempt charitable purposes of the Corporation, provided the same is permitted under Section 501(c)(3) of the Federal Tax Code, permitted for a subordinate of the Parent and permitted under the Florida Not for Profit Corporations Act.

M. The Corporation shall not discriminate in any way on the basis of sex, race, disability, creed, color, national origin or previous condition of servitude with respect to tenants, employees, applicants or others.

Section 2.2 The Corporation is organized and shall be operated exclusively in furtherance of its exempt charitable purposes in compliance with Section 501(c)(3) of the Federal Tax Code and as a not for profit corporation under the Florida Not for Profit Corporations Act. The Corporation shall have the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated. No contribution shall be made or accepted that does not further the exempt charitable purposes for which the Corporation has been organized.

Section 2.3 The Corporation shall have the power to do and perform all things set out in this Article II as a purpose of the Corporation, and anything necessary or incidental to the accomplishment of said purposes. In addition to the powers set forth in the foregoing provisions of this Article II, the Corporation shall have the power to exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including, but not limited to, all applicable rights and powers under the Florida Not for Profit Corporations Act (except as expressly restricted by the specificity of the foregoing provisions of this Article II).

ARTICLE III

Section 3.1 The Corporation is irrevocably dedicated to, and operated exclusively for, not for profit and charitable purposes in compliance with Section 501(c)(3) of the Federal Tax Code and the Florida Not for Profit Corporations Act. No part of the property or assets of the Corporation and no part of its earnings or revenues shall ever at any time inure to the benefit of, or be distributable to, the Trustees or officers of the Corporation, or to any other private individuals or entities.

Section 3.2 The Corporation shall be authorized to make payments in furtherance of its charitable purposes set forth in Article II hereof. The Corporation shall be authorized to pay reasonable compensation for services rendered or goods, assets or other consideration received, provided that any

such payments shall comply with the requirements of the Florida Not for Profit Corporations Act and the Federal Tax Code.

Section 3.3 It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Federal Tax Code, as an organization described in Section 501(c)(3) of the Federal Tax Code and as the subordinate of an organization described in Section 501(c)(3) of the Federal Tax Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not engage in any activity or undertaking that would jeopardize or adversely affect either its own status as an Exempt Organization and a subordinate of the Parent or the Parent's status as an Exempt Organization and an exempt group central organization. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Federal Tax Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) political campaigns on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not engage in any activities not permitted to be carried on (a) by a corporation described in Section 501(c)(3) of the Federal Tax Code and exempt from federal income tax under Section 501(a) of the Federal Tax Code or the corresponding section of any future Federal Tax Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Federal Tax Code or the corresponding section of any future Federal Tax Code.

Section 3.4 Upon the dissolution of the Corporation, the Trustees of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the Parent (if it is then in existence as an Exempt Organization), and/or to one or more other Exempt Organizations (which may include other subordinates of the Parent), as the Board of Trustees of the Corporation shall determine will best accomplish the exempt charitable purposes of the Corporation. In the event that, for any reason, upon dissolution of the Corporation, the Board of Trustees shall fail to act in the manner herein provided within a reasonable period of time, a Florida court of competent jurisdiction shall make such distribution, exclusively for the exempt charitable purposes of the Corporation set forth in Article II hereof as the court shall determine, upon the application of one or more Trustees of the Corporation.

ARTICLE IV

Section 4.1 The initial Board of Trustees of the Corporation shall be the five (5) individuals whose names and addresses are set forth below, who have been appointed by the Parent, and who were named in the Original Articles of Incorporation. The Incorporator shall give notice of and convene the organizational meeting of such initial Board of Trustees of the Corporation or evidence the taking of actions in lieu of such organizational meeting by one or more written unanimous consent resolutions of such initial Board of Trustees after or effective as of the Effective Date of these Articles of Incorporation (as identified hereinafter). Upon the convening of such organizational meeting (or upon the adoption of one or more written unanimous consent resolutions in lieu of such organizational meeting), all rights, powers and responsibilities hereunder and under the Florida Not for Profit Corporations Act shall vest in the Board of Trustees of the Corporation.

Philip J. Kennedy 4401 Northside Parkway, Suite 711, Atlanta, Georgia 30327

Robert R. Derrick 1170 Peachtree Street, NE, Suite 500, Atlanta, Georgia 30309

William F. Fisher, III 1170 Peachtree Street, NE, Suite 1200, Atlanta, Georgia 30309

Kathryn T. Walker 4401 Northside Parkway, Suite 711, Atlanta, Georgia 30327

Thomas J. Null 520 Pike Street, Suite 1120, Seattle, Washington 98101

Section 4.2 Subject to these Articles of Incorporation and the Bylaws of the Corporation, the full and entire management of the affairs and business of the Corporation shall be vested in the Board of Trustees, which shall have and may exercise all of the powers that may be exercised or performed by the Corporation. The Bylaws of the Corporation shall be adopted by its Board of Trustees by majority vote at the organizational meeting thereof (or upon the adoption of one or more written unanimous consent resolutions in lieu of such organizational meeting), and may be amended, modified, superseded, repealed or otherwise changed at a meeting of the Board of Trustees for which notice of such proposed change shall have been duly given or duly waived by a majority vote of the Board of Trustees attending such meeting (or upon the adoption of one or more written unanimous consent resolutions in lieu of such meeting).

Section 4.3 In accordance with Section 4.1 hereof, the initial Board of Trustees of the Corporation shall consist of the five (5) individuals appointed by the Parent and identified in such Section 4.1 and in the Original Articles of Incorporation. Thereafter the Board of Trustees shall consist of an odd number of Trustees of not less than five (5) or more than nine (9) individuals as appointed by the Parent annually as provided hereinafter, which appointments shall be effective at the annual meeting of the Board of Trustees called in accordance with the Corporation's Bylaws or at such other meeting for which notice of such proposed change in the identity or the number of Trustees shall have been duly given in accordance with the Corporation's Bylaws. The Trustees shall be appointed annually by the Parent, shall serve at the pleasure of the Parent and may (but need not) include the President or other officers or trustees of the Parent.

Section 4.4 The members of the Board of Trustees of the Corporation shall serve for a term of one year (except that the Trustees serve at the pleasure of the Parent and may be removed by the Parent at any time as provided herein) or until their successors are selected. A Trustee may serve multiple consecutive terms. A Trustee may resign his appointment at any time. A Trustee may be removed at any time, with or without cause, upon the vote of a majority of the Trustees in favor of such removal. A Trustee may be removed at any time, with or without cause, upon written notice from the Parent to each Trustee removing the subject Trustee and stating the effective date of such removal.

Section 4.5 The Parent shall appoint in accordance with the selection requirements set forth in Section 4.3 hereof a successor Trustee to fill the place of any Trustee who may resign, be removed or otherwise vacate prior to the expiration of his term, such appointment of a successor Trustee to continue until the expiration of the term of the Trustee whose place has become vacant. In accordance with the selection requirements set forth in Section 4.3 hereof, the Parent shall fill any Trusteeship created as a result of any increase in the number of Trustees, such appointment to continue for a term of office until the next appointment of Trustees or, if applicable, until the appointment and qualification of a successor.

Section 4.6 The attendance of a majority of the Trustees then in office shall constitute a quorum at any meeting of the Board of Trustees, and all resolutions adopted and all business transacted by the Board of Trustees shall require the affirmative vote of a majority of the Trustees present at the meeting; provided, however, any matter requiring a unanimous consent of all Trustees of the Corporation shall require the affirmative vote of all Trustees of the Corporation regardless of their presence or absence at a meeting, and any vacancies on the Board of Trustees resulting in the Board having less than five (5) members shall be filled in accordance herewith prior to such vote of all Trustees. Any Trustee absent from a meeting of the Board of Trustees or any committee thereof may be represented by any other

Trustee, who may cast the vote of the absent Trustee according to the written proxy instructions, general or special, of the absent Trustee.

Section 4.7 The officers of the Corporation shall be selected as provided in the Bylaws provided that such officers (excepting any assistant secretary or assistant treasurer) shall be Trustees of the Corporation throughout their respective term of office.

Section 4.8 No contract or other transaction between the Corporation and any of its Trustees or officers, or any corporation or other entity in which any of them are directly or indirectly interested, shall be invalid solely due to such relationship or due to the presence of the Trustee or officer at the meeting authorizing the contract or the transaction, or such Trustee's or officer's participation or vote at such meeting or authorization, provided that the Corporation shall adopt and comply with a policy on potential conflicts of interest (a "Conflicts of Interest and Compensation Policy"), which policy shall establish procedures to evaluate potential conflicts of interest and also shall include other matters as appropriate with respect to Section 4958 of the Federal Tax Code.

Section 4.9 The Trustees of the Corporation shall receive no compensation for their service as Trustees, but the Board of Trustees may by resolution authorize the reimbursement to Trustees for reasonable expenses incurred while acting on behalf of the Corporation. Officers of the Corporation may be paid reasonable compensation for their services rendered on behalf of the Corporation as authorized by a resolution of the Board of Trustees, provided that the Corporation shall adopt and comply with its written Conflicts of Interest and Compensation Policy, which policy shall establish procedures to evaluate the reasonableness of any such compensation and evaluate potential conflicts of interest and also shall include other matters as appropriate in order to comply with, and avoid the imposition of taxes or penalties under, Section 4958 of the Federal Tax Code or any successor thereto.

ARTICLE V

Section 5.1 The Corporation shall not take any of the following actions without the unanimous consent of all Trustees of the Corporation:

- (a) File a bankruptcy or insolvency petition or otherwise institute insolvency proceedings;
- (b) Seek or consent to the appointment of a receiver, liquidator, trustee, sequestrator, custodian or any similar official for the Corporation or all or any portion of the Corporation's assets;
- (c) Make any assignment for the benefit of the Corporation's creditors;
- (d) Take any action that might cause the Corporation to become insolvent;
- (e) Dissolve, liquidate, consolidate, merge or sell all or substantially all of the assets of the Corporation or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally;
- (f) Incur indebtedness other than (i) any Project Loans and/or any loan financed by Bonds and (ii) unsecured trade payables or similar unsecured accounts payable or similar customary indebtedness incurred in the ordinary course of business; or

(g) Assume, guarantee or be obligated for the debts of any other entity; or pledge the Corporation's assets for the benefit of any other entity (excepting only any lender with respect to any Project Loan and, if any Bonds are issued, any Bond issuer, any Bond trustee or bondholders); or hold out the Corporation's credit as being available to satisfy the obligations of any other entity (except for any Bond issuer with respect to any Bonds); or make any loans to any person or entity (which shall not be construed to mean or include accounts receivable or similar customary debts incurred in the ordinary course of business).

Section 5.2 The Corporation shall not take any of the following actions:

(a) Engage in any activity not authorized in or permitted by Article II hereof; or

(b) Amend these Articles of Incorporation in any manner inconsistent with the Corporation's status as an Exempt Organization and a not for profit corporation under the Florida Not for Profit Corporations Act.

Section 5.3 The Corporation shall observe and comply with the following: maintain and operate itself as a separate legal entity; correct any known misunderstanding regarding its separate identity; conduct its own business in its own name or a registered trade name; hold its assets in its own name; maintain its books and records and its accounts separate from any other person or entity; not commingle assets with those of any other entity; maintain separate financial statements and accounting records; maintain resolutions and other corporate documents separate from any other person or entity and maintain its books, records, resolutions and agreements as official records; pay its own liabilities out of its own funds; observe all required or customary corporate formalities; maintain an arm's-length relationship with its Parent and each of its affiliates; pay the salaries of its own employees and maintain a sufficient number of employees in light of its business operations (taking into account, among other matters, services performed on its behalf by the Parent, or by its agents or contracting parties, all pursuant to arm's-length contracts); allocate fairly and reasonably any shared expenses or overhead, including, without limitation, shared office space and any other shared overhead; and maintain adequate capital (taking into account among other matters, the value of its assets) in light of its purposes and operations; **provided, however,** none of the foregoing covenants shall be construed to conflict in any way with the Corporation's right to (a) contract in an arm's-length, fair market value transaction with a property manager to operate and manage each Project on behalf of the Corporation, including, without limitation, to maintain books and records for each Project, to maintain accounts for each Project, and to pay operating expenses, debt services and other liabilities of each Project out of the revenues of such Project, (b) contract in an arm's length, fair market value transaction with a project coordinator, asset oversight agent, general contractor and/or any other appropriate third-party contractor, and (c) contract with the Parent (or any other 501(c)(3) subordinate of the Parent) as an asset manager consistent with the Corporation being a 501(c)(3) subordinate of the Parent.

ARTICLE VI

Section 6.1 No Trustee of the Corporation shall be liable to the Corporation or its creditors for monetary damages for breach of his or her duties to the Corporation, except for (a) a breach of a Trustee's duty of loyalty to the Corporation, (b) acts or omissions that were not in good faith or that involved intentional misconduct or a knowing violation of law, (c) transactions from which a Trustee derived an improper personal or economic benefit in violation of Section 501(c)(3) of the Federal Tax Code or the Florida Not for Profit Corporations Act or the Corporation's Conflicts of Interest and Compensation Policy, (d) transactions involving a conflict of interest, as defined in Florida Not for Profit Corporations Act and/or the Corporation's Conflicts of Interest and Compensation Policy, (e) transactions involving a loan or loan guarantee made to or for the benefit of a Trustee by the Corporation in violation

of Section 501(c)(3) of the Federal Tax Code or the Florida Not for Profit Corporations Act or the Corporation's Conflicts of Interest and Compensation Policy; or (f) a Trustee's personal liability for an unlawful distribution under Florida Not for Profit Corporations Act.

Section 6.2 Except as prohibited by law, the Corporation may indemnify any person who is or was a trustee, director, officer, incorporator, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any and all liabilities arising out of or incurred in connection with that person's service to or on behalf of the Corporation, and may take such steps as may from time to time be deemed appropriate, in accordance with and to the maximum extent permitted by applicable law and the Bylaws of the Corporation, to insure the payment of such amounts as may be necessary to effect such indemnification, including, without limitation, through the purchase of indemnity insurance.

The Corporation may purchase indemnity insurance against the aforesaid claims and liabilities.

Section 6.3 No repeal or modification of this Article VI shall adversely affect any right or protection of a Trustee of the Corporation existing at the time of such repeal or modification.

ARTICLE VII

Section 7.1 The name and address of the Incorporator:

Lesly Gaynor Murray, Esq.
Butler Snow LLP
1170 Peachtree Street, Suite 1900
Atlanta, [Fulton County,] GA 30309

ARTICLE VIII

Section 8.1 These Amended and Restated Articles of Incorporation shall be dated as of January 30, 2017 and shall be effective as of January 30, 2017 (the "Effective Date"), the effective date of the filing of the Corporation's Original Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned duly authorized President of the Corporation has executed these **Amended and Restated Articles of Incorporation** to be effective as of the aforesaid Effective Date.

**AOF MIAMI DADE AFFORDABLE HOUSING
CORP., a Florida not for profit corporation**

By: 

Philip J. Kennedy, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned CT CORPORATION SYSTEM hereby accepts its appointment as **Registered Agent** for **AOF Miami Dade Affordable Housing Corp.** in the State of Florida and agrees to act in this capacity, until such time as the undersigned CT Corporation System informs the Florida Secretary of State of its resignation, or until such time as AOF Miami Dade Affordable Housing Corp. chooses to appoint a new registered agent in the State of Florida, and hereby confirms the **registered office address** set forth in Section 1.9 hereinabove.

Executed on behalf of a duly authorized representative of CT Corporation System to be effective as of the aforesaid Effective Date of January 30, 2017.

CT CORPORATION SYSTEM

By: Brenna Lutter
Name: Brenna Lutter
Title: Asst. Secretary