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M. MOON

OCT 04 2019

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 942428 4311473

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$ 78.75

ORDER DATE : October 2, 2019

ORDER TIME : 9:41 AM

ORDER NO. : 942428-005

CUSTOMER NO: 4311473

DOMESTIC FILING

NAME: VOA CLEAR BAY TERRACE AH GP,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Robinson - EXT.

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION

OF

VOA CLEAR BAY TERRACE AH GP, INC. (a Florida Not-For-Profit Corporation)

Pursuant to the provisions of Section 617.0202 of the Florida Not for Profit Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Articles of Incorporation as follows:

ARTICLE I

NAME

The name of this corporation is VOA Clear Bay Terrace AH GP, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 1660 Duke Street, Alexandria, VA 22314.

ARTICLE III

PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not for Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) including but not limited to, the fostering of low income housing to low and moderate income families. The Corporation, in connection with furthering its purposes, shall be permitted to engage (either directly or through ownership of interests) in the acquisition, construction, management, and leasing of the apartments in such buildings to tenants who qualify consistent with, and recognized as charitable by, the Internal Revenue Service in Revenue Procedure 96-32. Consistent with the foregoing, the Corporation shall additionally be permitted to develop, acquire, construct, manage, operate, lease and sell mobile homes, modular housing, manufactured housing and/or mobile home parks. Furthermore, this corporation may engage only in activities permitted under the laws of the State of Florida and the United States of

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America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes, the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

ARTICLE IV

POWERS

The corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. The corporation's activities are limited by any and all restrictions that are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). No substantial part of the assets or the net earnings of the Corporation shall inure to the benefit of, nor be distributed to, any officer or director of the Corporation, or to any other private person, in such a fashion as to constitute an application of funds not within the purpose of a charitable organizations described in Code Section 501(c)(3). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be a distribution of earnings or assets.

ARTICLE V

NO MEMBERS

The Corporation will not have members.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are as follows:

Brian J. McDonough
150 West Flagler Street, Suite 2200
Miami, FL 33130

ARTICLE VII

BOARD OF DIRECTORS; OFFICERS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of three (3) persons. The Board of Directors shall be appointed as provided in the

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FALLS

Bylaws of the Corporation, which the Board of Directors shall adopt. Following are names and addresses of the persons who are currently serving as the members of the Board of Directors of the Corporation until their successors are duly elected:

Patrick Sheridan
c/o 1660 Duke Street
Alexandria, VA 22314

Kimberly King
c/o 1660 Duke Street
Alexandria, VA 22314

Joseph Budzynski
c/o 1660 Duke Street
Alexandria, VA 22314

Section 1. The number of directors that constitutes the Board of Directors may be increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

Section 2. The officers of the Corporation will be the President, Vice President, Secretary and Treasurer and such other officers as provided in the Bylaws, who shall be elected by the Board of Directors. The officers shall serve until their successors are duly qualified and elected as provided in the Corporation's Bylaws. Following are the names and addresses of the individuals serving as the current officers of the Corporation:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Jane Burks	3930 ½ Old Brownsboro Rd. Louisville, KY 40207	Chairperson
Michael King	c/o 1660 Duke Street Alexandria, VA 22314	President
C. David Kikumoto	c/o 5445 DTC Parkway Greenwood Village, CO 80111	Vice Chair
Patti Andreini	214 Rio Vista White Salmon, WA 98672	Treasurer
Edwina Carrington	c/o 404 Cedar Oak Drive West Lake Hills, TX 78746	Secretary
Kimberly King	c/o 1660 Duke Street Alexandria, VA 22314	Assistant Treasurer Assistant Secretary
Robert Gibson	c/o 1660 Duke Street Alexandria, VA 22314	Assistant Treasurer Assistant Secretary

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Sharon Wilson Geno	c/o 1660 Duke Street Alexandria, VA 22314	Assistant Treasurer Assistant Secretary
Joseph Budzynski	c/o 1660 Duke Street Alexandria, VA 22314	Assistant Treasurer Assistant Secretary
Nancy Gavin	c/o 7530 Market Place Drive Eden Prairie, MN 55344	Assistant Treasurer Assistant Secretary
Faith Nutz	c/o 7530 Market Place Drive Eden Prairie, MN 55344	Assistant Treasurer Assistant Secretary
Patrick Sheridan	c/o 1660 Duke Street Alexandria, VA 22314	Assistant Secretary
Robin Keller	c/o 1660 Duke Street Alexandria, VA 22314	Assistant Secretary

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended as provided in the Corporation's Bylaws.

ARTICLE IX

DISSOLUTION

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed as provided by law to Volunteers of America National Services, if at that time it is a charitable organization described in Code Section 501(c)(3) or, if not, then to one more or charitable organizations described in Code Section 501(c)(3), as selected by the Board of Directors.

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STATE OF VIRGINIA

ARTICLE X

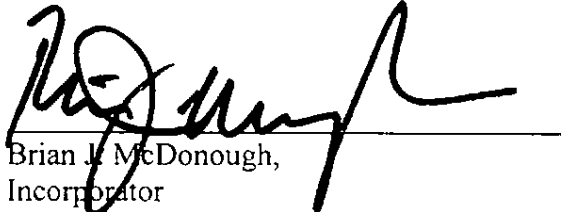
REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the Corporation are:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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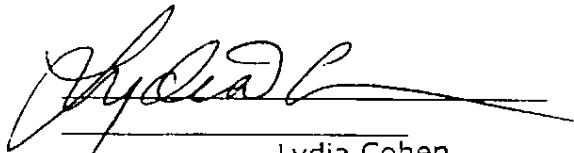
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of October, 2019.


Brian J. McDonough,
Incorporator

REGISTERED AGENT ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated Florida not for profit corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, Florida Statutes.

CORPORATION SERVICE COMPANY


Lydia Cohen
Asst. Vice President