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MIAMI VOA ELDERLY HOUSING, INC.

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*Amended And Restated
Art*

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COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: Miami VOA Elderly Housing, Inc.

DOCUMENT NUMBER: N20792

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Scott Fireison
(Name of Contact Person)

Pepper Hamilton LLP
(Firm/ Company)

600 Fourteenth Street, N.W.
(Address)

Washington, D.C. 20005
(City/ State and Zip Code)

fireisons@pepperlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Scott Fireison at (202) 220-1572
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

MIAMI VOA ELDERLY HOUSING, INC.

Pursuant to the provisions of Sections 617.1006, 617.1007, Florida Statutes, this Amended and Restated Articles of Incorporation was adopted by the members of the undersigned not-for-profit corporation on November 12, 2009, and the number of votes cast for the adoption of the Amended and Restated Articles of Incorporation were sufficient for approval.

ARTICLE I

The name of the corporation is Miami VOA Elderly Housing, Inc. (the "Corporation").

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The address of the principal office of the Corporation shall be:

1201 Hays Street
Tallahassee, FL 32301-2525

ARTICLE IV

The purpose or purposes for which the Corporation is organized shall be as follows:

a. To provide, on a not-for-profit, charitable basis, to elderly, handicapped and developmentally disabled persons, housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a not-for-profit basis.

b. To buy, own, sell, convey, assign, mortgage, lease, maintain, operate, rehabilitate or otherwise hold or dispose of that certain multifamily apartment complex commonly known as Los Robles Apartments (the "Project"), located in the State of Florida, County of Miami-Dade; as provided further that the Corporation's only assets shall be the Project and such real, personal, and intangible property necessary or appropriate to the ownership and operation thereof.

c. To borrow money and issue evidence of indebtedness in furtherance of any or all of the purpose of the Corporation, and to secure the payment of the same by mortgage, pledge or other lien on the Corporation's property.

d. To do and perform all acts reasonably necessary to accomplish the not-for-profit, charitable purposes of the Corporation, including the execution of a Regulatory Agreement ("Regulatory Agreement") and other agreements with the Secretary of Housing and Urban Development and his or her delegates, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under the National Housing Act, as amended, and the provisions of the federal housing laws. Such Regulatory Agreement and other agreements, instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage encumbering the Project is insured or held by the Secretary of Housing and Urban Development.

e. To enter into any kind of activity and to perform and carry out contracts of any kind necessary to, in connection with, or incidental to the accomplishment of the not-for-profit, charitable purposes of the Corporation as may be limited hereby.

f. The Corporation is irrevocably dedicated to, and shall be operated exclusively for, not-for-profit, charitable purposes; no part of the income or assets of the Corporation shall be distributed to or inure to the benefit of any director, officer or other individual; the Corporation shall never carry on any propaganda, or otherwise attempt to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidates for public office.

g. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States internal revenue law.

ARTICLE V

The Corporation shall not issue any capital stock and shall have no members.

ARTICLE VI

The number of directors of the Corporation shall be at least three, but not more than fifteen. The directors of the Corporation shall, at all times, be limited to individuals who are either members of the Board of Directors of Volunteers of America National Services, a Minnesota nonprofit corporation, or nonmembers who have the approval of the Board of Directors of Volunteers of America National Services. In the event that a director of the Corporation ceases to be a member of the Board of Directors of Volunteers of America National Services, or if the aforesaid approval is withdrawn, then in either event, such shall constitute automatic resignation as a director of the Corporation. Said directors shall serve without

compensation. The powers and duties of the directors shall be set forth in the Bylaws.

ARTICLE VII

The directors shall elect the officers of the Corporation, who shall include a president, a vice president, a secretary and a treasurer, and such other officers as may be determined by the Board of Directors of the Corporation. Any two or more offices may be held by the same person, except the office of president and secretary. The president, vice president, secretary, treasurer and other officers shall be elected annually, and shall serve for one year or until their successors are duly elected and installed. Officers and directors of the Corporation shall serve without compensation.

ARTICLE VIII

The Bylaws of the Corporation may be made, altered or rescinded as provided therein, so long as they are not inconsistent with the provisions of these Amended and Restated Articles of Incorporation or of the Regulatory Agreement or any other agreements with the Secretary of Housing and Urban Development pursuant to Article IV.

ARTICLE IX

Amendments to these Amended and Restated Articles of Incorporation may be adopted by a majority of the directors at any regular meeting or special meeting convened after notice of the purpose thereof.

ARTICLE X

In the event of the dissolution of the Corporation or other liquidation of its assets or the winding up on its affairs, the Corporation's property shall not be conveyed to any organization created or operated for profit, or to any individual, for less than the fair market value of such property. The Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of or convey all the assets of the Corporation exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes similar to those of the Corporation as shall at that time qualify as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of this Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. Provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

ARTICLE XI

The full name and address of the Corporation's registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301-2525

ARTICLE XII

The Corporation shall adhere to following additional provisions:

a. So long as the Department of Housing and Urban Development ("HUD") or HUD's successor or assign is the insurer or holder of the note secured by the mortgage/deed of trust on the Project, no amendment to these Amended and Restated Articles of Incorporation that results in any of the following will have any force or effect without the prior written consent of HUD:

- (i) Any amendment that modifies the term of the Corporation;
- (ii) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional member;
- (iii) Any amendment that in any way affects the note, mortgage/deed of trust or security agreement on the Project or the Regulatory Agreement between HUD and the Corporation;
- (iv) Any amendment that would authorize any member or individual other than Volunteers of America National Services, the President of the Corporation or Secretary of the Corporation to bind the Corporation for all matters concerning the Project which require HUD's consent or approval;
- (v) A change in the authority of the Volunteers of America National Services hereunder; or
- (vi) Any change in a guarantor of any obligation to HUD.

b. The Corporation is authorized to execute a note, mortgage/deed of trust and security agreement in order to secure a loan to be insured by HUD and to execute the Regulatory Agreement and other documents required by HUD in connection with the HUD-insured loan.

c. Any new entity with control over the Corporation, must agree to be bound by the note, mortgage/deed of trust, security agreement, Regulatory Agreement and any other documents required in connection with the HUD-insured loan (the "HUD Loan Documents") to the same extent and on the same terms as the other members.

d. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, upon any dissolution, no title or right to possession and control of the Project, and no right to collect the rents from the Project, shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to HUD.

e. The member, directors and officers, and any successors of the member, directors and officers, agree to be liable in their individual capacities to HUD with respect to the following matters:

- (i) For funds or property of the Project coming into their possession, which by the provisions of the Regulatory Agreement, the person or entity are not entitled to retain;
- (ii) For their own acts and deeds, or acts and deeds of others which they have authorized, in violation of the provisions of the Regulatory Agreement;
- (iii) For the acts and deed of affiliates, as defined in the Regulatory Agreement, which the persons or entity has authorized in violation of the provisions of the Regulatory Agreement; and
- (iv) As otherwise provided by law.

f. So long as HUD or HUD's successor or assign is the insurer or holder of the note secured by the Project, the Corporation shall not voluntarily be dissolved or converted to another form of entity without the prior written approval of HUD.

g. The Corporation has designated David T. Bowman, Assistant Secretary as its official representative for all matters concerning the Project which require HUD consent or approval. The signature of this person will bind the Corporation in all such matters. The Corporation may from time to time appoint new representatives to perform this function, but within three (3) business days of doing so, will provide HUD with written notification of the name, address and telephone number of the new representative. When a person, other than the person identified above has full or partial authority of management of the Project, the Corporation will promptly provide HUD with the name of that person and the nature of that person's management authority.

h. Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, in the event that any provision of these Amended and Restated Articles of Incorporation conflicts with the HUD Loan Documents the provision of the HUD Loan Documents shall control.

i. So long as HUD or HUD's successor or assign is the insurer or holder of the note secured by the Project, no provision of this Article XII shall be amended without prior approval by HUD.

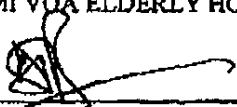
j. Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, so long as HUD or HUD's successor or assign is the insurer or holder of the note secured by the Project, any indemnification of officers and board members provided by the Corporation under these Amended and Restated Articles of Incorporation shall be limited to that required by state law, to liability insurance coverage or distribution approved by HUD from residual receipts or surplus cash.

CERTIFICATE

1. This restatement contains amendments to the Articles of Incorporation requiring member approval.
2. The amendments were adopted by the members on November 12, 2009, and the number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, the undersigned being the Assistant Secretary of this Corporation, have executed these Amended and Restated Articles of Incorporation on this 12th day of November, 2009.

MIAMI VOA ELDERLY HOUSING, INC.

BY: 

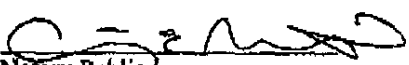
David T. Bowman, Assistant Secretary

STATE OF VIRGINIA)

ss

CITY OF ALEXANDRIA)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by David T. Bowman, who is personally known to me.


Notary Public



Christina Ellen Stewart
NOTARY PUBLIC
Commonwealth of Virginia
Reg. # 7253735
My Commission Expires
December 31, 2013

My commission expires 12/31/12