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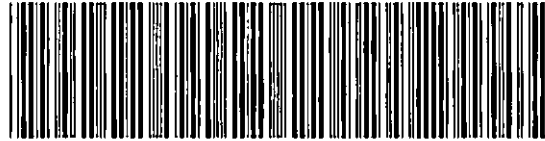
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NAME: VALHALLA VILLAS, INC.


TYPE OF FILING: AMENDED AND RESTATED ARTICLES

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AUTHORIZATION: ABBIE/PAUL HODGE



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SECRETARY OF STATE
TALLAHASSEE, FL

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VALHALLA VILLAS, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation (these "Articles") to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be VALHALLA VILLAS, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 6197 Linneal Beach Drive, Apopka, Florida 32703.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"). Specifically, the Corporation will satisfy its charitable purpose by relieving the poor and distressed by offering affordable housing to individuals and families whose incomes are not in excess of 60% of area median gross income.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal

income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 6197 Linneal Beach Drive, Apopka, Florida 32703, and the name of the initial registered agent of the Corporation at that address is Maria Zondervan.

ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be five.

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Anthony Leonard	44500 Cross Country Blvd. Altoona, Florida 32702
Jay Brock	526 Stetson Street

	Orlando, Florida 32804
Virginia Bolling	6248 Peregrine Ct. Orlando, Florida 32819
Maria Zondervan	6197 Linneal Beach Drive Apopka, Florida 32703
Fadi G. Boumitri	13443 Detroit Ave. Lakewood, Ohio 44107

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Maria Zondervan	6197 Linneal Beach Drive Apopka, Florida 32703

ARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code. *[Signatures contained on the following page]*

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of Sept, 2022.

By: Maria Zondervan
Maria Zondervan

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of VALHALLA VILLAS, INC.

By: Maria Zondervan
Maria Zondervan

Dated the 22 day of Sept, 2022.

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
VALHALLA VILLAS, INC.
IN LIEU OF SPECIAL MEETING**

The undersigned, being all of the members of the Board of Directors of VALHALLA VILLAS, INC., a Florida not-for-profit corporation (the "Corporation"), pursuant to Section 617.0821, Florida Not For Profit Corporation Act, do hereby adopt the resolutions set forth below and agree that when all of the members of the Board of Directors have executed this consent (the "Consent"), the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as those adopted in a formal meeting of the Corporation's Board of Directors, duly called and held for the purpose of acting upon proposals to adopt such resolutions:

WHEREAS, the Board of Directors deems it to be in the best interest of the Corporation to amend and restate the Corporation's Articles of Incorporation in the manner set forth in Exhibit A to this Action by Written Consent (the "Amended and Restated Articles").

IT IS THEREFORE RESOLVED, that the Amended and Restated Articles are hereby approved and adopted; it is

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed to execute, in the name and on behalf of the Corporation, the Amended and Restated Articles, and any correlative changes related thereto, and file the Amended and Restated Articles with the Secretary of State of the State of Florida; it is

FURTHER RESOLVED, that the officers of the Corporation be, and hereby are, authorized, empowered and directed to take such further actions and to execute and deliver such additional documents, as any of them may deem necessary or appropriate to effectuate the intent and purposes of the foregoing resolutions; and it is

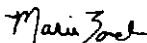
FURTHER RESOLVED, that this Action by Written Consent may be executed in one or more counterparts, including via pdf, each of which shall be deemed an original, but all of which, when taken together, shall constitute one and the same instrument.

[Signatures are on the next page.]

The undersigned directors of the Corporation do hereby ratify, approve, consent to and confirm all of the foregoing preambles, resolutions and actions.

DATED as of the 23 day of September, 2022.

DocuSigned by:



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Maria Zondervan, Director

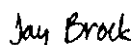
DocuSigned by:



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Anthony Leonard, Director

DocuSigned by:



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Jay Brock, Director

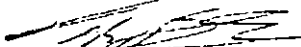
DocuSigned by:



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Virginia Bolling, Director

DocuSigned by:



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Fadi G. Boumitri, Director

Exhibit A
Amended and Restated Articles of Incorporation

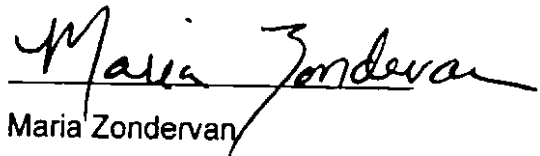
See attached.

Certificate of Valhalla Villas, Inc.

September 22, 2022

The Amended and Restated Articles of Incorporation of Valhalla Villas, Inc. was adopted by the board of directors and does not contain any amendments requiring member approval.

The signature of the President appears below for this Certificate.

A handwritten signature in black ink, reading "Maria Zondervan", written over a horizontal line.

Maria Zondervan

President