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TALLAHASSEE, FLORIDA

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**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

2017 AUG 22 A 9:50

ABILITY HOUSING, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA NOT-FOR-PROFIT CORPORATION

Pursuant to Section 617.1001 of the Florida Not For Profit Corporation Act, the Articles of Incorporation of Ability Housing, Inc., originally filed on October 9, 1991, and amended and restated on February 19, 2016, are amended and restated in their entirety, pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, to read as follows:

ARTICLE I – Name The name of this corporation is Ability Housing, Inc. (the "Corporation").

ARTICLE II – Principal Office or Mailing Address The street address of the principal office and the mailing address of the Corporation are 76 South Laura Street, Suite 303, Jacksonville, Florida 32202.

ARTICLE III – Purposes The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for religious, charitable, scientific, literary, and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States internal revenue law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, this Corporation primarily is organized to develop, own and operate affordable housing; to address the redevelopment of disadvantaged communities; to support and coordinate programs for adults with disabilities and homeless persons; to facilitate the development of independent living skills and community inclusion of adults with disabilities; and to solicit, receive, and disburse funds in support of its own and similar programs and organizations.

ARTICLE IV – Powers The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by the Florida Not For Profit Corporation Act including all those things necessary or expedient in the furtherance of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided, however, 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 contained in these Second Amended and Restated Articles; and

(c) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office; provided, however, the Corporation may elect to apply Section 401(h) of the Code and then engage in lobbying activities to the extent permissible under the Code.

Prepared by: Driver, McAfee, Peek & Hawthorne, P.L.
One Independent Drive, Suite 1200, Jacksonville, Florida 32202
904-301-1269

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ARTICLE V – Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Second Amended and Restated Articles or the Bylaws of the Corporation.

(b) The directors of the Corporation, and their election and terms, shall be as provided by the Bylaws but shall never be less than three (3).

ARTICLE VI – Officers The officers of the Corporation, and their election, powers, and terms, shall be as provided by the Bylaws.

ARTICLE VII – Registered Office and Agent The street address of the registered office of this Corporation is 76 South Laura Street, Suite 303, Jacksonville, Florida 32202, and the name of the registered agent of this Corporation at that address is Shannon Nazworth.

ARTICLE VIII – Duration The Corporation shall exist perpetually.

ARTICLE IX – Members The Corporation shall have no members.

ARTICLE X – Bylaws

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Second Amended and Restated Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors who are present at any regular meeting or any special meeting for this purpose.

(c) Notwithstanding the foregoing paragraphs (a) and (b), if any provision of the Bylaws requires the vote, approval or consent of more than a majority of the Board of Directors, such provision may be enacted, amended, altered or rescinded only by the unanimous vote of the Board of Directors.

ARTICLE XI – Amendments Upon proper notice, these Second Amended and Restated Articles of Incorporation may be amended, altered, changed or repealed by the vote of more than two-thirds (2/3) of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Second Amended and Restated Articles of Incorporation.

ARTICLE XII – Corporate Liquidation and Dissolution Upon dissolution, the assets of this Corporation, after all debts and liabilities are paid, shall be distributed in furtherance of the Corporation's purposes contained in these Second Amended and Restated Articles, including a distribution to a government entity or an organization exempt from federal income tax under Section 501(c)(3) of the Code. In no event shall any liquidating distribution inure to the benefit of a private individual or for-profit corporation. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

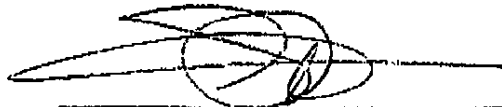
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ARTICLE XIII – Indemnification The Corporation shall indemnify officers and directors to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such Indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

Adoption of Second Amended and Restated Articles of Incorporation

The foregoing Second Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Corporation's Board of Directors in accordance with Section 617.1006(4), Florida Statutes, on August 8, 2017. The number of votes cast by the directors for the amendments contained in the foregoing Second Amended and Restated Articles of Incorporation were sufficient for approval of the same.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Second Amended and Restated Articles of Incorporation this 8th day of August, 2017, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.



Shannon Nazworth, President

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In accordance with the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said Act:

That Ability Housing, Inc., with its principal office at 76 South Laura Street, Suite 303, Jacksonville, Florida 32202, has named Shannon Nazworth at 76 South Laura Street, Suite 303, Jacksonville, Florida 32202, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I am familiar with and hereby accept to act in this capacity, and agree to comply with the provision of Florida law relative to keeping said office



Shannon Nazworth