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PENINSULA HOUSING DEVELOPMENT INC. IX

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PENINSULA HOUSING DEVELOPMENT INC. IX**

Pursuant to the provisions of Section 617.1002, Florida Statutes, Peninsula Housing Development Inc. IX, a Florida not for profit corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Peninsula Housing Development Inc. IX.
2. Section (c) of Article III of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"(c) To do and perform all acts reasonable necessary to accomplish the purpose of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances and project rental assistance under Section 202 of the Housing Act of 1959, as amended. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development. Moreover, in the event of any conflict between the terms of such Regulatory Agreement and these Articles of Incorporation, the terms of such Regulatory Agreement shall prevail."

3. Section (d) of Article III of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"(d) In the event of the dissolution of the Corporation, the residual assets of the Corporation will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law; however, in no event shall the assets of the Corporation be distributed to an organization created for religious purposes. Provided, however, that the Corporation shall, at all times so long as a mortgage on the property of the Corporation is held or insured by the Secretary of Housing and Urban Development, have the power to convey its property to the Secretary of Housing and Urban Development or his nominee, for exclusively public purposes."

4. Article VI of the Articles of Incorporation is hereby amended in its entirety to read as follows:

**"ARTICLE VI**

Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of

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**H08000206206**

these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof."

5. Article XIV is hereby deleted in its entirety from the Articles of Incorporation of the Corporation.

6. The foregoing amendment was approved by the members of the Corporation by Unanimous Written Consent on August 20 2008; the number of votes cast for the amendment was sufficient for approval.

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Signature Appears on Separate Page*

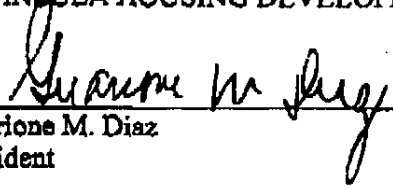
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IN WITNESS WHEREOF, the undersigned officer of Peninsula Housing Development Inc. IX hereby certifies that these Articles of Amendment to Articles of Incorporation were adopted by the Corporation on 20 day of AUGUST, 2008.

PENINSULA HOUSING DEVELOPMENT INC. IX

  
\_\_\_\_\_  
Guarione M. Diaz  
President