

**P02000078516**

Florida Department of State  
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From: Account Name : KUTAK ROCK LLP  
Account Number : I20070000011  
Phone : (402) 346-6000  
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**FOR AMND/RESTATE/CORRECT OR O/D RESIGN**

**FAIRMONT OAKS GP CORP.**

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*Amended And  
Restated Art*

JUN. 25. 2008 4:42PM KUTAK ROCK LLP  
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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FAIRMONT OAKS GP CORP.**

The undersigned, being a duly authorized officer of Fairmont Oaks GP Corp. (the "Corporation") acting pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act"), hereby certifies that pursuant to resolutions duly adopted by the Board of Directors and approved by the unanimous written consent of the shareholders of the Corporation on June 25, 2008, the Corporation hereby adopts Amended and Restated Articles of Incorporation of the Corporation (the "Restated Articles") which shall amend and restate in their entirety the Articles of Incorporation of the Corporation as originally filed with the Secretary of State of the State of Florida on July 12, 2002, to wit:

**ARTICLE I**

**NAME**

The name of the Corporation is Fairmont Oaks GP Corp.

**ARTICLE II**

**DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE III**

**PURPOSES**

The Corporation is to be operated for profit. The nature of the business of the Corporation and the objects or purposes to be transacted, prompted or carried on by it are any lawful act or activity for which corporations may be organized under the Act, including acquiring and owning the sole general partnership interest of Fairmont Oaks Limited Partnership (the "Partnership"), the owner of that certain multifamily housing project located at 316 S.W. 62<sup>nd</sup> Boulevard, Gainesville, Florida (Alachua County) known as the Fairmont Oaks Apartments (the "Project") which were financed with proceeds of bonds issued by the Florida Housing Finance Corporation (f/k/a Florida Housing Finance Agency) (the "Issuer") known as the Issuer's \$8,020,000 Multifamily Housing Revenue Refunding Bonds (Fairmont Oaks Project) 1989 Series E (the "Bonds").

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#### ARTICLE IV

##### AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of Common Stock, par value of \$0.01 per share and a total value of \$100.00.

#### ARTICLE V

##### PREEMPTIVE RIGHTS

No holder of shares of the Corporation shall, as such holder, have any right to purchase or subscribe for any part of the unissued shares of the Corporation of any class, now or hereafter authorized, or of any bond, debenture, obligation or instrument which the Corporation may issue or sell that shall be convertible into or exchangeable for or entitle the holders thereof to purchase or subscribe for any shares of the Corporation of any class, now or hereafter authorized, other than such right, if any, as the Board of Directors of the Corporation in its discretion may determine.

#### ARTICLE VI

##### PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 1004 Farnam Street, Suite 400, Omaha, Nebraska 68102.

#### ARTICLE VII

##### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, Duval County, Florida 33324 and the name of its registered agent at such address is CT Corporation System.

#### ARTICLE VIII

##### NAME AND ADDRESS OF INCORPORATOR

The name and address of the original Incorporator is: Eric R. Arneson, Kutak Rock LLP, 1650 Farnam Street, Omaha, Nebraska 68102.

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JUN. 25. 2008 4:43PM

KUTAK ROCK LLP

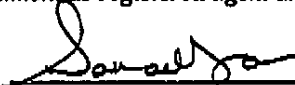

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DATED this 25th day of June, 2008.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

	<b>Samantha Jones</b>	<u>June 25th, 2008</u>
Signature/Registered Agent	Assistant Secretary	Date
	<b>Michael J. Draper</b>	<u>June 25th, 2008</u>
	Secretary	Date

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