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KUTAK ROCK LLP

THE OMAHA BUILDING
1650 FARNAM STREET
OMAHA, NEBRASKA 68102-2186

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FILED

02 JUL 12 PM 12:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ATLANTA
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KANSAS CITY
LINCOLN
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WASHINGTON

PAMELA S. FLINT
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(402) 346-6000

July 11, 2002

VIA FEDEX

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 3239

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-07/12/02-01032-009
*****87.50 *****87.50

Re: Fairmont Oaks GP Corp.
Fairmont Oaks INVESTOR CORP.
Northdale GP Corp.

Dear Sir or Madam:

Enclosed for filing, please find Articles of Incorporation (submitted in duplicate) for each of the above-referenced corporations. Also enclosed, please find three checks for \$87.50 each to cover the filing fees for each corporation, including certified copies of the filed documents and a Certificate of Status for each entity.

Please file the documents accordingly and return the certified copies and certificates to my attention. If possible please return the documents via FedEx, our account number is 0681 0008 9. I would appreciate any assistance you can give to expedite our request for filing.

If you have any questions or if anything further is needed to complete this request, please feel free to call me collect at the number above. Thank you for your assistance.

Sincerely,

Pamela S. Flint

Pamela S. Flint
Paralegal

psf

Enclosures

01-235405.01

D. WHITE JUL 19 2002

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ARTICLES OF INCORPORATION
OF
FAIRMONT OAKS INVESTOR CORP.

FILED
02 JUL 12 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a corporation under the laws of the State of Florida for the purposes hereinafter set forth, under and in conformity with Section 607.0202 of the Florida Business Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Fairmont Oaks Investor Corp. (the "Corporation").

ARTICLE II

DURATION

The period of the Corporation's duration is perpetual.

ARTICLE III

PURPOSES

The Corporation is to be operated for profit. The purposes for which the Corporation is organized are to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Act, including specifically the acquisition of the sole limited partnership interest of Fairmont Oaks, Ltd. (the "Partnership"), the owner of that certain multifamily housing project located at 316 S.W. 62nd 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").

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.

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02 JUL 12 PM 12:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

INITIAL PRINCIPAL OFFICE

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

ARTICLE VII

**INITIAL REGISTERED OFFICE
AND INITIAL REGISTERED AGENT**

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

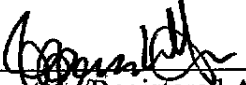
ARTICLE VIII

NAME AND ADDRESS OF INCORPORATOR

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

DATED this 9th day of July, 2002.

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.


Signature/Registered Agent

Jeffrey R. Graves
Assistant Secretary

7-10-02
Date


Signature/Incorporator

7-11-02
Date