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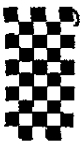
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FLORIDA PROFIT CORPORATION OR P.A.

Baytown, Inc.

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NOV. 14. 2002 10:58AM,te PORGES, HAMLIN, KNOWLES & PROUTY,1 RightFAX *NO. 8651 P. 2/5



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 13, 2002

PORGES

SUBJECT: BAYTOWN, INC.
REF: W02000032498

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NOV. 14. 2002 10:59AM

PORGES, HAMLIN, KNOWLES & PROUTY

NO. 8651 P. 3/5

FAX AUDIT NO: ~~H02000225438 9~~

ARTICLES OF INCORPORATION
OF
BAYTOWN TEXAS GP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be BAYTOWN TEXAS GP, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 340 Royal Poinciana Plaza, Suite 305, Palm Beach, FL 33480.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of signing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. The Corporation shall serve as a single purpose entity, which shall have no assets or liabilities, and engage in no other business other than related to acting as the General Partner of Shady Creek Housing Partners, Ltd., a Texas limited partnership.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 shares of One Dollar (\$1.00) par value common capital stock.

PREPARED BY:
Curtis D. Hamlin Esquire (Bar No. 0237922)
Porges, Hamlin, Knowles & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, Florida, 34205
(941)748-3770

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ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 1205 Manatee Avenue West, Bradenton, FL 34205.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Curtis D. Hamlin.

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Curtis D. Hamlin, 1205 Manatee Avenue West, Bradenton, FL 34205.

ARTICLE IX. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote of such shareholders.

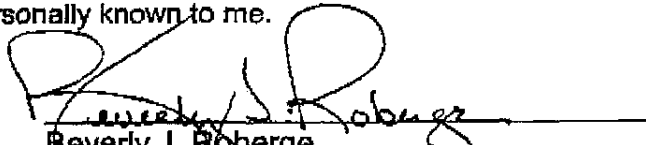
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14th day of November, 2002.


Curtis D. Hamlin, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 14th day of November, 2002, by Curtis D. Hamlin, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me.

(NOTARY STAMP)


Beverly J. Roberge
Notary Public



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PORGES, HAMLIN, KNOWLES & PROUTY

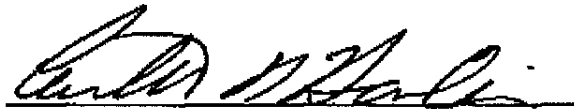
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of BAYTOWN TEXAS GP, INC., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (2001), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 14th day of November, 2002.



Curtis D. Hamlin, Registered Agent

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