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To:

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From:

Account Name : FORGES, HAMLIN, KNOWLES AND PROUTY, PA.
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FLORIDA PROFIT CORPORATION OR P.A.

Banc of America - Alliant Tax Credit XXVIII, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 4, 2003

PORGES HAMLIN KNOWLES AND PROUTY

SUBJECT: BANC OF AMERICA - ALLIANT TAX CREDIT XXVIII, INC.
REF: W03000032351

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

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OFFICE OF FINANCIAL REGULATION

DON B. SAXON
DIRECTOR

**FINANCIAL SERVICES
COMMISSION**

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

November 20, 2003

Curtis D. Hamlin, Esquire
Forges Hamlin Knowles & Prouty, P.A.
P.O. Box 9320
Bradenton, Florida 34208

Dear Mr. Hamlin:

Re: Banc of America – Alliant Tax Credit XXVIII, Inc.

Thank you for your recent letter/fax requesting name approval of the above referenced proposed corporation by your client Alliant Capital, Ltd., and Banc of America Community Development Corporation which is in partnership with Bank of America, N.A., located in California.

The Department does not object to your use of the above-referenced corporate name being registered as a foreign corporation in the state of Florida.

Sincerely,

Linda B. Charity
Deputy Director
Financial Institutions

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings
Division of Corporations, Secretary of State's Office

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ARTICLES OF INCORPORATION
OF
BANC OF AMERICA - ALLIANT TAX CREDIT XXVIII, INC.

ARTICLE I. NAME

The name of this corporation shall be BANC OF AMERICA - ALLIANT TAX CREDIT XXVIII, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 340 Royal Polinciana 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 Administrative Limited Partner of all property partnerships in which Banc of America - Alliant Tax Credit Fund XXVIII, Ltd. invests.

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.

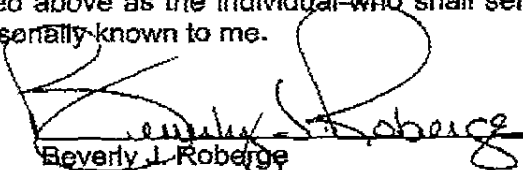
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 3rd day of November, 2003.


Curtis D. Hamlin, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 3rd day of November, 2003, by Curtis D. Hamlin, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me.




Beverly J. Roberge
Notary Public

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of BANC OF AMERICA - ALLIANT TAX CREDIT XXVIII, 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 3rd day of November, 2003.


Curtis D. Hamlin, Registered Agent

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