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Account Name : SAXON, GILMORE, CARRAWAY, GIBBONS, LASH & WILCOX, P.A.
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FLORIDA PROFIT/NON PROFIT CORPORATION

The Verandas GP, Inc.

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
THE VERANDAS GP, INC.
a Florida for Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is THE VERANDAS GP, INC. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the principal place of business and mailing address, if different, of the Corporation are:

414 East Charlotte Avenue
Punta Gorda, Florida 33950

**ARTICLE III
CORPORATE PURPOSE**

The general nature of the business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) to provide and develop affordable housing opportunities to low and moderate income persons and/or families primarily located in, but not limited to, Punta Gorda, Florida, and the surrounding areas; and

(b) in general, to have and exercise any other powers conferred by the laws of the State of Florida upon corporations generally, it being hereby expressly provided that the enumeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

**ARTICLE IV
AUTHORIZED STOCK**

The aggregate number of shares which this Corporation shall be authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock with a par value of One Dollar (\$1.00) per share, and the initial Stockholder of this Corporation is PUNTA GORDA HOUSING AUTHORITY, a public body corporate and politic organized and existing under the laws of the State of Florida, which shall be issued FIVE HUNDRED (500) shares of said common stock. This Corporation shall not have the authority to issue shares in series.

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ARTICLE V
INITIAL BOARD OF DIRECTORS

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The affairs of the Corporation shall be managed by the Board of Directors. The manner in which the directors are elected or appointed: when appointed to serve on the Board of Commissioners of Punta Gorda Housing Authority, such member shall automatically be deemed to serve as a director of the Corporation.

Each director shall have one vote in the election of officers and in the conduct of all the business of the Corporation. There shall be no individual liabilities against any director for corporate debts.

ARTICLE VI
INITIAL REGISTERED AGENT

The name and address of the initial registered agent are:

JOZETTE V. CHACK-ON, ESQUIRE
Saxon, Gilmore, Carraway, Gibbons, Lash & Wilcox, P.A.
201 E. Kennedy Blvd., Suite 600
Tampa, FL 33602

ARTICLE VII
INCORPORATOR

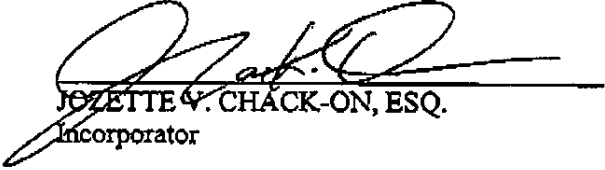
The name and address of the incorporator are:

JOZETTE V. CHACK-ON, ESQUIRE
Saxon, Gilmore, Carraway, Gibbons, Lash & Wilcox, P.A.
201 E. Kennedy Blvd., Suite 600
Tampa, FL 33602

ARTICLE VIII
PERIOD OF DURATION

The duration of the Corporation's term of existence shall be perpetual.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 10th day of March, 2008, for the purposes of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


JOZETTE V. CHACK-ON, ESQ.
Incorporator

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ACCEPTANCE OF REGISTERED AGENT

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HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


JOLETTE V. CHACK-ON, ESQ.
(REGISTERED AGENT)

DATE: March 10, 2008

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