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5/23/95 FLORIDA DIVISION OF CORPORATIONS 11:39 AM
PUBLIC ACCESS SYSTEM
(((H06000006742))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: HERITAGE RURAL HOUSING, INC.
DEPARTMENT OF STATE 101 GEORGE KING BLVD
STATE OF FLORIDA SUITE 4
409 EAST GAINES STREET CAPE CANAVERAL FL 32920-
TALLAHASSEE, FL 32399 CONTACT: KATHLEEN O'GRADY
FAX: (904) 922-4000 PHONE: (407) 799-4090
FAX: (407) 799-0233
(((H06000006742))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HERITAGE PARTNERS GROUP XXIII, INC.
FAX AUDIT NUMBER: H06000006742 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/23/1995 TIME REQUESTED: 11:39:01
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$131.25 ACCOUNT NUMBER: 074723003716
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5/31/95
TJL

(((H95000005743)))

**ARTICLES OF INCORPORATION
OF
HERITAGE PARTNERS GROUP XXIII, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be Heritage Partners Group XXIII, Inc.

ARTICLE II

COMMENCEMENT OF EXISTENCE AND DURATION

The corporation shall be deemed to commence its existence on the date of filing. The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is seven hundred fifty (750) shares, all of which shall be common shares at a par value of one dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 101 George King Blvd., Suite 4, Cape Canaveral, Florida. The principal office street address is the same. The name of the initial registered agent is Gregory A. Popp, Esquire.

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Gregory A. Popp, Esquire

Prepared by:
Gregory A. Popp, Esquire
101 George King Blvd., Ste. 4
Cape Canaveral, FL 32920
(407) 799-4080
FL Bar No. 0330331

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ARTICLE VI**BOARD OF DIRECTORS**

The business of the corporation shall be managed by a Board of Directors, consisting of at least one (1) directors and no more than seven (7) directors. The initial Board of Directors shall consist of one (1) director, whose name and address is as follows:

Name	Address
Jacqueline McPhillips	101 George King Blvd., Ste. 4 Cape Canaveral, FL 32920

ARTICLE VII**OFFICERS**

The corporation shall have officers as listed below:

Name	Address
Jacqueline McPhillips	101 George King Blvd., Ste. 4 Cape Canaveral, FL 32920

ARTICLE VIII**INCORPORATORS**

The names and addresses of the incorporators of this corporation are as follows:

Name	Address
Jacqueline McPhillips	101 George King Blvd., Ste. 4 Cape Canaveral, FL 32920

ARTICLE IX**AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**

The shareholders shall have the exclusive authority to make amendments to these Articles of Incorporation by unanimous vote of all outstanding shares; the Board of Directors shall have the authority to formulate and adopt the initial bylaws of this corporation, thereafter, the shareholders shall have the exclusive authority to amend the bylaws of the corporation by a unanimous vote of all outstanding shares.

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**ARTICLE X
SHAREHOLDERS**

The incorporators have subscribed to shares in the following amounts:


Name	# of Shares	Purchase price
Jacqueline McPhillips	750	\$750.00

IN WITNESS WHEREOF, I have subscribed my name, both this 23rd day of May, 1995.

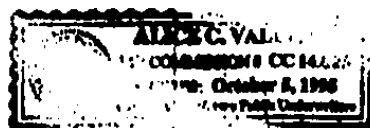
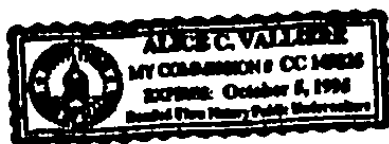

Jacqueline McPhillips**STATE OF FLORIDA
COUNTY OF BREVARD**

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Jacqueline McPhillips, to me known to be the person who executed and subscribed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same for the purpose therein contained.

WITNESS my hand and official seal in the County and State named above, this 23rd day of May, 1995.


Notary Public
State of Florida at Large

My Commission Expires:



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1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-9171

800-342-8086

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ACCOUNT NO. : 072100000032

REFERENCE : 629693 82015A

AUTHORIZATION

COST LIMIT : *Patricia P. 35.00*

ORDER DATE : June 30, 1995

ORDER TIME : 10:07 AM

ORDER NO. : 629693

CUSTOMER NO: 82015A

CUSTOMER: Ms. Eva M. Hewins
The Heritage Company
Suite 4
101 George King Boulevard
Cape Canaveral, FL 32920

300001528153

DOMESTIC AMENDMENT FILING

NAME: HERITAGE PARTNERS GROUP XXIII,
INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
 X PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
95 JUN 30 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/30
gsm
Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HERITAGE PARTNERS GROUP XXIII, INC.**

FILED
95 JUN 30 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Date of Filing of the Articles of Incorporation: **MAY 26, 1995**

Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE IX - BOARD OF DIRECTORS

This corporation shall have two (2) Directors. The number of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the Directors of this corporation are:

JACQUELINE McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, Florida 32920

MICHAEL McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, Florida 32920

MICHAEL McPHILLIPS has been admitted to the Board of Directors.

ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall reflect the following persons in the amount set forth opposite the name:

JACQUELINE McPHILLIPS
MICHAEL McPHILLIPS

350 Shares
400 Shares

MICHAEL McPHILLIPS has purchased 400 Shares from the shareholder of the corporation, **JACQUELINE McPHILLIPS**.

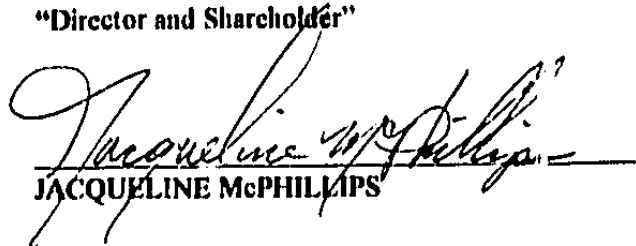
THIS INSTRUMENT PREPARED BY:
GREGORY A. POPP, ESQ.
101 GEORGE KING BLVD., SUITE 4
CAPE CANAVERAL, FL 32920
(407) 799-4090
FL BAR NO. 0220331

Amendments to the Articles of Incorporation were adopted on June 27, 1995. The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

The undersigned subscribers have executed this Articles of Amendment to Articles of Incorporation of Heritage Partners Group XXIII, Inc.

Signed this 27th day of June, 1995.

"Director and Shareholder"


JACQUELINE McPHILLIPS

"Admitting Director and Shareholder"


MICHAEL McPHILLIPS

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