

P95000092343

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

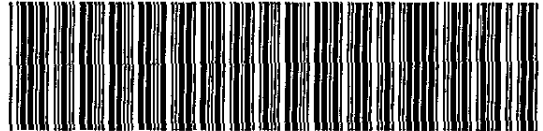
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/31/03--01066--004 **70.00

Amend
T. Lewis 1/4/04

LAW OFFICES
NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
A REGISTERED LIMITED LIABILITY PARTNERSHIP

GLEN P. CAULK
(803) 255-9369
INTERNET ADDRESS: GPC@NMRS.COM

KEENAN BUILDING, THIRD FLOOR
1330 LADY STREET
POST OFFICE BOX 11070 (29211)
COLUMBIA, SOUTH CAROLINA 29201
TELEPHONE (803) 799-2000
FACSIMILE (803) 256-7500
WWW.NMRS.COM

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WINSTON-SALEM, NORTH CAROLINA

January 5, 2004

Via Federal Express

Florida Secretary of State
Division of Corporations
Amendments Section
ATTN: Ms. Thelma Lewis
409 E. Gaines Street
Tallahassee, FL 32399
PHONE: 850-245-6052

RE: Articles of Amendment to Articles of Incorporation:
NHPAHP Affordable Housing Corporation SFD1
NHPAHP Affordable Housing Corporation SFD2
Our File Nos. 1562/9014 and 1562/9015

Dear Ms. Lewis:

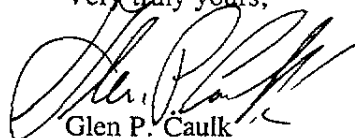
Thank you for returning the original package Federal Expressed to your office last week. Pursuant to your telephone conversation today with my Administrative Assistant Marilyn Livingston, it is my understanding that your office retained the \$70.00 fees previously sent and that those fees will be applied to the filing fees upon receipt of the enclosed corrected documents.

Enclosed please find an original and one copy of each of the above-referenced Articles of Amendment. Please file same and forward a "clocked-in" copy of each document to me in the enclosed return FedEx envelope.

Should you have any questions, please feel free to contact me at 803-255-9369. Again, thank you for your kind assistance in this matter.

With best regards, I am

Very truly yours,



Glen P. Caulk

GPC:mlivings
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 2, 2004

GLEN P. CAULK, ESQ.
NELSON MULLINS RILEY & SCARBROUGH, L.L.P.
1330 LADY STREET
COLUMBIA, SC 29201

SUBJECT: NHPAHP AFFORDABLE HOUSING CORPORATION SFD 1 AND
NHPAHP AFFORDABLE HOUSING CORPORATION SFD 2
Ref. Number: P95000092343

We have received your document for NHPAHP AFFORDABLE HOUSING CORPORATION SFD 1 AND NHPAHP AFFORDABLE HOUSING CORPORATION SFD 2 and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

In accordance with our telephone conversation of December 31, 2003 the attached documents are being returned. The monies previously sent will be applied to the filing fees when the corrected document is returned.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 404A00000050

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

NHPAHP AFFORDABLE HOUSING CORPORATION SFD 1
(Name of Corporation as currently filed with Florida Dept. of State)

P95000092343

(Document number of Corporation, if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, the **Florida Profit Corporation** adopts the following amendment(s) to its articles of incorporation:

New Corporate Name (if changing):

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMDNEDMENTS ADOPTED – Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article II is hereby amended to read

1. The sole purpose of the corporation is to acquire, own, hold, maintain, and operate as the general partner of NHPAHP SC1, L.P., a South Carolina limited partnership, the general partner of NHPAHP Single Family 1, L.P., a South Carolina limited partnership, the general partner of NHPAHP Bay Berry Mews Limited Partnership the owner of Bay Berry Mews (the "Project"), together with such other activities as may be necessary or advisable in connection with the ownership of the Project. Notwithstanding anything contained herein to the contrary, the corporation shall not engage in any business, and it shall have no purpose, unrelated to the Project and shall not acquire any real property or own assets other than those related to the Project and/or otherwise in furtherance of the purposes of the limited partnerships controlled by the corporation.
2. The corporation shall at all times observe the applicable legal requirements for the recognition of the corporation as a legal entity separate from any Affiliates (as defined below), including, without limitation, as follows:
 - (a) The Corporation shall use its own separate stationary as appropriate.
 - (b) The Corporation shall maintain its records and books separate from those of any Affiliate or any other entity.
 - (c) The Corporation shall maintain its own separate books of account.

(d) The Corporation shall hold itself out to the public (including any Affiliate's creditors) under the Corporation's own name and as a separate and distinct entity and not as a department, division or otherwise of any Affiliate.

(e) All customary formalities regarding the existence of the Corporation shall be observed.

(f) The Corporation shall act solely in its own name and through its own duly authorized officers and agents. No Affiliate shall be appointed or act as agent of the Corporation.

(g) Investments shall be made in the name of the Corporation directly by the Corporation or on its behalf by brokers engaged and paid by the Corporation or its agents.

(h) Except as required by Lender, the Corporation shall not guarantee or assume any liabilities or obligations for the benefit of any party, including, without limitation, any Affiliate or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any party, including, without limitation, any Partner or any Affiliate, nor shall it make any loan to any party (including any Affiliate).

(i) The Corporation is and will be solvent and shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets.

(j) Assets of the Corporation shall be separately identified. The Corporation's assets shall at all times be held by or on behalf of the Corporation and if held on behalf of the Corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the Corporation.

(k) The Corporation shall not take any action if, as a result of such action, the Corporation would be required to register as an investment Corporation under the Investment Corporation Act of 1940, as amended.

(l) The Corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

(m) All data and records (including computer records) used by the Corporation or any Affiliate in the collection and administration of any loan shall reflect the Corporation's ownership interest therein.

(n) None of the Corporation's funds shall be invested in securities issued by any Affiliate.

(o) The Corporation shall not enter into any contract or agreement with any employee, shareholder, consultant, agent, director, partner, member or manager of the Corporation or any Affiliate, as applicable, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an Affiliate.

(p) The Corporation shall file its own tax returns.

(q) The Corporation shall not do any act which would make it impossible to carry on the ordinary business of the Corporation.

(r) The Corporation shall not hold title to the Corporation's assets other than in the Corporation's name.

"Affiliate" means any person or entity other than the corporation (i) which owns beneficially, directly or indirectly, more than 10 percent of the outstanding shares of the common stock or which is otherwise in control of the corporation, (ii) of which more than 10 percent of the outstanding voting securities are owned beneficially, directly or indirectly, by any person or entity described in clause (i) above, or (iii) which is controlled by any person or entity described in clause (i) above; provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

3. The corporation shall not, without the affirmative vote of 100 percent of the Board of Directors, including, institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the corporation or a substantial part of its property; or make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due; or take any corporate action in furtherance of any such action.
4. Additionally, the corporation shall not, so long as any monies are owed by the corporation to the Lender, (a) liquidate or dissolve the corporation in whole or in part, (b) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity and (c) amend or modify these Articles of Incorporation.

The corporation shall have no indebtedness, secured or unsecured, direct or contingent and it shall not pledge or encumber any of its assets.

The date of each amendment(s) adoption: December 30, 2003

Effective date, if applicable: _____

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"the number of votes cast for the amendment(s) was/were
sufficient for approval by _____"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30 day of December, 2003.

Signature _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

William Shepco
(Types or printed name of person signing)

Sr. Vice President

(Title of person signing)