

P970000/6036



ACCOUNT NO. : 072100000032

REFERENCE : 264721 4381472

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pizitz*

ORDER DATE : February 19, 1997

ORDER TIME : 9:21 AM

ORDER NO. : 264721-005

800002092158--3

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant  
BROAD AND CASSEL

Suite 1100  
390 North Orange Avenue  
Orlando, FL 32801

DOMESTIC FILING

NAME: WORTHWHILE AFFORDABLE HOUSING  
DEVELOPMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
97 FEB 19 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB 19 10:53  
OFFICE OF CORPORATION

*VR*  
2-20-97

FILED  
97 FEB 19 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

WORTHWHILE AFFORDABLE HOUSING DEVELOPMENT, INC.

ARTICLE I - NAME

The name of this corporation is WORTHWHILE AFFORDABLE HOUSING DEVELOPMENT, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 700 Riverbend Boulevard, Longwood, Florida 32779-2397.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services Central Florida, Inc.	390 North Orange Avenue Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The names and street addresses of the members of this corporation's initial Board of Directors are as follows:

H.J. Royall, Jr.

700 Riverbend Boulevard  
Longwood, FL 32779-2397.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 18th day of February, 1997.

B&C Corporate Services of  
Central Florida, Inc.

By: 

Randal M. Alligood, Vice  
President

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is WORTHWHILE AFFORDABLE HOUSING DEVELOPMENT, INC.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.  
390 North Orange Avenue  
Suite 1100  
Orlando, Florida 32801

WORTHWHILE AFFORDABLE HOUSING  
DEVELOPMENT, INC.

By: B&C Corporate Services of  
Central Florida, Inc.

By: *R. M. Alligood*  
Randal M. Alligood, Vice  
President

Title: Incorporator

Dated this 18th day of February, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of  
Central Florida, Inc.

By: *R. M. Alligood*  
Randal M. Alligood, Vice  
President

Dated this 18th day of February, 1997.

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TALLAHASSEE, FLORIDA