CAPITAL CONNECTION, INC. 417 E. Virginia Street; Suite 1° Tallahassee, Florida 32302. (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222 DOMOOOO

Signature

Name

Walk-In

Will Pick Up

FILED
SECRETARY OF STATE
OIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION OF AFFORDABLE PROPERTIES GENERAL PARTNER OF OHIO, INC. PH 1: 20

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME

The name of this corporation shall be AFFORDABLE PROPERTIES GENERAL PARTNER OF OHIO, INC. The principal business address of the Corporation is 1200 Midland Tower, 33 North Garden Avenue, Clearwater, Florida 33755.

ARTICLE II. DURATION

The Corporation shall commence at the filing/acceptance of these Articles, and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE

The aggregate number of shares of capital stock which this Corporation shall have authority to issue shall be One Thousand (1,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation at its initial registered office, and the street address of its initial registered office, is as follows:

NAME

ADDRESS

Keith J. Gloeckl

1200 Midland Tower 33 North Garden Avenue Clearwater, FL 33755

Prepared by: Orrin M. Gowen, Esq. Florida Bar No.: 91830

33 North Garden Avenue, Ste. 1200 Clearwater, Florida 32755

(813) 449-1073

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ARTICLE VI. DIRECTORS

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The Corporation shall have three (3) Directors initially, and the names of the initial Directors are as follows:

Robert J. Banks Keith J. Gloeckl Ray F. Mathis

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the issuance by the Corporation of authorized but unissued shares of stock of the Corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a prorata share thereof, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the Corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is as follows:

NAME ADDRESS

Keith J. Gloeckl 1200 Midland Tower
33 North Garden Avenue
Clearwater, FL 33755

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 23 to day of October, 1997.

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this Corporation, at the place designated in this Certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Keith J. Gloeckl

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OVISION OF CORPORATIONS

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