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Holland & G	
Requestor's Name	
315 S. Calhoun St.	
Address	
Tallahassee, Fl. 32301	425-5686
City/State/Zip	Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Heller Affordable Housing of Florida, Inc
(Corporation Name) (Document #) Amended &
2. _____
(Corporation Name) (Document #) Restated
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
00 JAN 27 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

File List

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*****43.75 *****43.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

HELLER AFFORDABLE HOUSING OF FLORIDA, INC.

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, **HELLER AFFORDABLE HOUSING OF FLORIDA, INC.**, a Florida corporation (the "Corporation"), certifies that:

These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of shares of the common stock of the Corporation. The sole shareholder approved such amendments by means of a written consent dated as of January 25, 2000. The number of votes cast for the amendments was sufficient for approval by the holder of common stock of the Corporation.

The text of the Articles of Incorporation, as amended, of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of Florida, to read as follows:

ARTICLE I
NAME

The name of this corporation shall be **HELLER AFFORDABLE HOUSING OF FLORIDA, INC.** (hereinafter the "Corporation").

ARTICLE II
BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III
CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Six Thousand (6,000), consisting of (i) Four Thousand (4,000) shares of Common Stock, \$1.00 par value per share ("Common Stock"), and (ii) Two Thousand (2,000) shares of Preferred Stock, \$1,000 par value per share ("Preferred Stock").

Unless otherwise provided hereinafter or in any articles of amendment providing for the determination of a class or series of stock, shares of capital stock of the Corporation that have been issued and which are subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation, and upon cancellation, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. Common Stock.

(1) General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series.

(2) Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of shareholders. There shall be no cumulative voting.

(3) Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.

(4) Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to any preferential rights of any then outstanding Preferred Stock.

B. Preferred Stock.

(1) General. Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Shares of any series of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or in the resolution or resolutions providing for the issue of such series. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

(2) Delegation to Directors. Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting

powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the corporate law of Florida. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise specifically provided in a resolution establishing a series of Preferred Stock, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of these Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

ARTICLE IV **REGISTERED AGENT AND OFFICE**

The registered agent of this Corporation and the address of such agent are as follows:
Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE V **PRINCIPAL OFFICE**

The Corporation shall maintain its principal office at 500 West Monroe Street, Chicago, Illinois 60661 or at such other place as the Board of Directors may designate from time to time.

ARTICLE VI **BOARD OF DIRECTORS**

A. Number and Powers. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors which shall consist of not less than three (3) or more than six (6) persons. The number of directors shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the Whole Board of Directors. The term "Whole Board" means the total number of authorized directorships (whether or not any vacancies exist in previously authorized directorships at the time such resolution is presented to the Board of Directors for adoption). In addition to the powers and authority expressly conferred upon the directors by statute, these Articles of Incorporation or the bylaws of the Corporation, the directors are empowered to exercise all powers and do all acts as may be exercised or done by the Corporation.

B. Election and Terms. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to the limitations set forth in these Articles of Incorporation. At each Annual Meeting of Shareholders directors shall be elected for a term of office to expire at the next succeeding Annual Meeting of Shareholders after their election with each director to hold

office until a successor is elected and qualified. Upon the adoption and filing of these Articles of Incorporation the names, capacities and addresses of the members of the Board of Directors are:

Lauralee E. Martin Director	500 West Monroe Street, Chicago, IL 60661
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John C. Petrovski Director	500 West Monroe Street, Chicago, IL 60661
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Dennis K. Holland Director	500 West Monroe Street, Chicago, IL 60661
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C. Vacancies and Increase in Number of Directors. Subject to the rights of the holders of the then outstanding Preferred Stock, newly-created directorships resulting from an increase in the authorized number of directors or from vacancies on the Board of Directors resulting from a director's death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum, and directors so chosen shall hold office until the next shareholders' meeting at which directors are elected and until their successors have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of an incumbent director.

ARTICLE VII **REMOVAL OF DIRECTORS**

Any or all directors of the Corporation may be removed from office at any time, but only for cause and by the affirmative vote of the holders of 80% of the issued and outstanding shares of the capital stock of the Corporation entitled to vote generally for the election of directors, taken at a duly called annual or special meeting of the shareholders.

ARTICLE VIII **SHAREHOLDER ACTION**

Any action required or permitted to be taken by the shareholders of the Corporation may be effected at a duly called annual or special meeting of shareholders of the Corporation or may be effected by a consent in writing by such shareholders.

ARTICLE IX **AMENDMENT OF THE BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized to adopt, amend, alter and repeal the bylaws of the Corporation. Shareholders may adopt, amend, repeal or alter the bylaws of the Corporation, including bylaws adopted by the Board of Directors, without approval of the Board of Directors if such adoption, amendment, repeal or alteration is approved by the

affirmative vote of the holders of at least a majority of the issued and outstanding shares of the capital stock of the Corporation entitled to vote on such matters.

ARTICLE X
AMENDMENT OF ARTICLES

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

ARTICLE XI
SEPARATE RECORDS

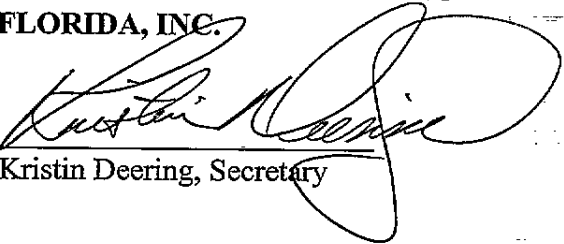
This Corporation shall not commingle any of its assets with the assets of any other entity or person. This Corporation shall maintain its operational, financial and accounting books and records and its bank and other deposit or custodial accounts separate from those of any other person or entity.

* * *

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its Secretary as of January 25, 2000.

**HELLER AFFORDABLE HOUSING
OF FLORIDA, INC.**

By:


Kristin Deering, Secretary