

PA8000072129



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 931113 1299A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 18, 1998

ORDER TIME : 11:41 AM

ORDER NO. : 931113-005

CUSTOMER NO: 1299A

CUSTOMER: Scott M. Covell, Esq  
CLARK PARTINGTON HART LARRY  
BOND STACKHOUSE & STONE  
Suite 800  
125 West Romana Street  
Pensacola, FL 32501

DOMESTIC FILING

NAME: TAX CREDIT SENIOR PROPERTIES,  
INC.

300002619083--2

-08/18/98--01055--018

\*\*\*\*122.50 \*\*\*\*122.50

FILE FIRST

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

CP 8/18/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 2:50

RECEIVED  
DIVISION OF CORPORATION  
98 AUG 18 PM 1:58

**ARTICLES OF INCORPORATION**  
**OF**  
**TAX CREDIT SENIOR PROPERTIES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 2:50

The undersigned incorporator, Richard H. Tourtelot, an individual authorized to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

**ARTICLE I - NAME**

The name of this corporation is TAX CREDIT SENIOR PROPERTIES, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of the corporation is 1333 LaPaz Street, Pensacola, Florida 32501.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue five hundred (500) shares of \$1.00 par value common stock.

**ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK**

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to

other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation shall be 1201 Hayes Street, Tallahassee, FL 32301, and the name of the initial registered agent of this corporation at that address is Corporation Service Company.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Richard H. Tourtelot  
196 Technology Drive, Suite D  
Irvine, CA 92618

Z. Cliff Singleton  
501 Hollywood Boulevard  
West Melbourne, FL 32904

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles are:

Richard H. Tourtelot  
196 Technology Drive, Suite D  
Irvine, CA 92618

**ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE**

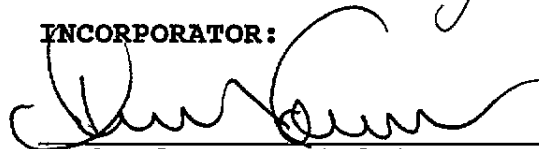
The date for commencement of this corporation's existence shall be August 18, 1998.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 14<sup>th</sup> day of August, 1998.

INCORPORATOR:

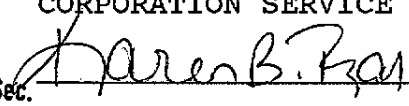
  
Richard H. Tourtelot

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of Tax Credit Senior Properties, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

CORPORATION SERVICE COMPANY

Karen B. Rozar, Asst. Sec.  
Corporation Service Company

  
(Print Name)  
Date: 8/18/, 1998