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DATE: 03-03-04

NAME: CRS SOUTHSIDE HOUSING CORPORATION

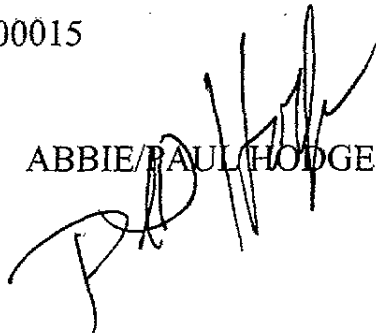
TYPE OF FILING: ARTICLES OF INCORP.

COST: \$70

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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A handwritten signature in black ink, appearing to read 'Abbie/Paul Hodge', is written over the printed name. The signature is stylized and somewhat cursive.

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

CRS Southside Housing Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8815 Telegraph Road
Lorton, Virginia 22079

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Please see attached Exhibit A

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Please see attached Exhibit B

ARTICLE V INTIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Please see attached Exhibit C

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

NRAI Services, Inc.
526 East Park Avenue
Tallahassee, FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Scott Fireison
600 14th St., NW, Suite 500
Washington, DC 20005

FILED
2004 MAR - 3 P 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: _____
Signature/Registered Agent John Christel of NRAI

3/2/04

Date

Signature/Incorporator

2/27/04

Date

EXHIBIT A
to Articles of Incorporation
of
CRS Southside Housing Corporation

ARTICLE III - PURPOSE

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) The Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organization under §501(c)(3) of the Code, or the corresponding Section of any future United States Internal Revenue Law.

- (b) The purpose for which the Corporation is organized and the character of affairs which the Corporation intends actually to conduct itself are limited to its objectives, said objectives to be effected by the Corporation are: (a) to acquire the housing project commonly known as Southside Apartments, located in Jacksonville, Florida (the "Project"), and to operate the same; (b) to enable the financing of such acquisition of the Project with the proceeds from such taxable and/or tax-exempt mortgage and/or seller financing as may be available; (c) to enter into, execute, perform, and carry out agreements or contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Corporation, including, without limitation, notes, loan agreements, mortgages/deeds of trust, security agreements and such other agreements or contracts with the Project seller, lenders, or other parties, which may be desirable, or necessary to effect the acquisition and or rehabilitation of the Project, and including, expressly any contract or contracts with the Secretary of Housing and Urban Development which may desirable or necessary to comply with the requirements of the National Housing Act, as amended, and the Regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors or owners as to rents, sales, charges, capital structure, rate of return and methods of operation; (d) to acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the operation of the Project; and (e) to borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with a Project. The Project to be acquired and operated by the Corporation in furtherance of the above stated objectives shall be operated to foster low income housing for the benefit of low-income persons in need of safe and adequate housing, and consistent with the manner and purpose of

providing low-income housing recognized as charitable by the Internal Revenue Code (the "Code").

- (c) The Corporation is authorized to operate as a Community Housing Development Organization, as that term is defined in the Cranston-Gonzalez National Affordable Housing Act.
- (d) The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article III and with its status as an organization described in §501(c)(3) of the Code or successor Code Section.
- (e) In any and all of its activities, the Corporation shall not pursue a policy with respect to applicants, members, staff, tenants or others related to such programs, that discriminates in any way on the basis of race, religion, color, sex, or national origin.

In furtherance of its corporate purposes specified in this Article III, the Corporation is empowered:

- (a) To do and perform all things whatsoever set out in Article III above, and necessary or incidental to the accomplishments of said purposes.
- (b) To acquire or receive from any individual, firm, association, corporation, trust, foundation or any governmental subdivision, unit or agency, by deed, gift, purchase, bequest, devise, appointment or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income therefore solely for the purposes hereof.
- (c) To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation.
- (d) To receive and maintain a fund or funds, to invest or reinvest such fund or funds and to apply the income and principal of any funds received to promote the goals and purposes set out herein.
- (e) To own, hold, use, lease and otherwise deal in and dispose of any real or personal property, or any interest therein, situated in or out of this State.
- (f) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation.

The Corporation shall have all the powers granted nonprofit corporations under the laws of Florida. Such powers shall include, without limitation, the power to do and perform all things whatsoever set out in Article III above, and necessary or incidental to the accomplishments of said purposes. The corporation, specifically and particularly, shall have the power and authority to enter into regulatory agreements, accommodation and/or use agreements setting out the requirements of the Secretary of Housing and Urban Development. Notwithstanding the foregoing or any other provisions of these Articles of Incorporation, the Corporation shall be neither organized nor operated for pecuniary gain or profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, officer, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

- (a) By a corporation exempt from federal income taxation under §501(c)(3) of the Code (or the corresponding provision of any future United States Revenue Law); or
- (b) By a corporation, contributions to which are deductible for federal income tax purposes under §170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under §501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the By-Laws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

EXHIBIT B
to Articles of Incorporation
of
CRS Southside Village Housing Corporation

ARTICLE IV – MANNER OF ELECTION

The Corporation's Sole Member shall be Christian Relief Services Charities, Inc., a Virginia non-stock, non-profit corporation, exempt from payment of federal income tax as an organization described under §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

The affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than Three (3) nor more than Nine (9) Directors, as may be fixed from time to time in the By-Laws of the Corporation, or designated by the Sole Member. The terms for which each Director shall serve shall be as set forth in the By-Laws of the Corporation. The initial Board of Directors shall consist of Three (3) directors who shall serve in such capacity until their successors are duly elected and qualified.

The Directors shall be appointed by the Sole Member as provided in the By-laws of the Corporation. The Directors shall have the powers and duties set forth in these Articles of Incorporation and in the By-Laws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a non-profit Corporation which is exempt from federal income taxation under §501(c)(3) of the Code. The Officers of the Corporation shall be the President, Secretary, and Treasurer; provided, however, that the Board of Directors may create additional offices. Officers may be, but need not be, Directors.

EXHIBIT C
to Articles of Incorporation
of
CRS Southside Village Housing Corporation

ARTICLE V – INITIAL DIRECTORS AND/OR OFFICERS

The name and address of the initial directors and officers of the Corporation is/are:

EUGENE L. KRIZEK
8815 Telegraph Road
Lorton, Virginia 22079

DIRECTOR/PRESIDENT

JAMES J. O'BRIEN
8815 Telegraph Road
Lorton, Virginia 22079

DIRECTOR

BRYAN KRIZEK
8815 Telegraph Road
Lorton, Virginia 22079

DIRECTOR/SECRETARY/TREASURER

EXHIBIT D
to Articles of Incorporation
of
CRS Southside Village Housing Corporation

ARTICLE VIII – DURATION AND DISSOLUTION

The duration and existence of the Corporation shall be perpetual.

Upon dissolution of the Corporation, the Board of Directors shall after paying or making provisions for payment of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner or as to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific uses and purposes as shall at the time qualify as exempt from taxation under §501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) and as other than a private foundation under §509(a) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

EXHIBIT E
to Articles of Incorporation
of
CRS Southside Village Housing Corporation

ARTICLE IX – HUD REQUIREMENTS.

So long as the Department of Housing and Urban Development ("HUD") or HUD's successor or assign is the insurer or holder of the note secured by the deed of trust on the Project, no amendment to these Articles of Incorporation that results in any of the following will have any force or effect without the prior written consent of HUD:

- (1) Any amendment that modifies the term of the Corporation;
- (2) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional member;
- (3) Any amendment that in any way affects the note, deed of trust or security agreement on the Project or the Regulatory Agreement between HUD and the Corporation (the "Regulatory Agreement");
- (4) Any Amendment that would authorize any member other than the sole member to bind the Corporation for all matters concerning the Project which require HUD's consent or approval;
- (5) A change in the sole member of the Corporation; or
- (6) Any Change in a guarantor of any obligation to HUD.

(b) The Corporation is authorized to execute a note, deed of trust and security agreement in order to secure a loan to be insured by HUD and to execute the Regulatory Agreement and other documents required by HUD in connection with the HUD-insured loan.

(c) Any incoming member must, as a condition of receiving an interest in the Corporation, agree to be bound by the note, deed of trust security agreement, Regulatory Agreement and any other documents required in connection with the HUD-insured loan (the "HUD Loan Documents") to the same extent and on the same terms as the other members.

(d) Notwithstanding any other provision of these Articles of Incorporation, upon any dissolution, no title or right to possession and control of the Project, and no right to collect the rents from the Project, shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to HUD.

(e) The sole member, directors and officers, and any assignee of the sole member, directors and officers agree to be liable in their individual capacities to HUD with respect to the following matters:

- (1) For funds or property of the Project coming into their hands, which by the provisions of the Regulatory Agreement, they are not entitled to retain;
- (2) For their own acts and deeds, or acts and deeds of others which they have authorized, in violation of the provisions of the Regulatory Agreement;
- (3) For the acts and deed of affiliates, as defined in the Regulatory Agreement, which the persons or entity has authorized in violation of the provisions of the Regulatory Agreement; and
- (4) As otherwise provided by law.

(f) So long as HUD or HUD's successor or assign is the insurer or holder of the note secured by the Project, the Corporation shall not voluntarily be dissolved or converted to another form of entity without the prior written approval of HUD.

(g) The Corporation has designated Bryan Krizek as its official representative for all matters concerning the Project which require HUD consent or approval. The signature of this person will bind the Corporation in all such matters. The corporation may from time to time appoint new representatives to perform this function, but within three (3) business days of doing so, will provide HUD with written notification of the name, address and telephone number of the new representative. When a person, other than the person identified above has full or partial authority of management of the Project, the Corporation will promptly provide HUD with the name of that person and the nature of that person's management authority.

(h) Notwithstanding any other provision of these Articles of Incorporation, so long as HUD or HUD's successor or assign is the insurer or holder of the note secured by the Project, any indemnification of officers and board members provided by the Corporation under these Articles of Incorporation shall be limited to that required by state law, to liability insurance coverage or distribution approved by HUD from residual receipts or surplus cash.

(i) Notwithstanding any other provisions of these Articles of Incorporation, in the event that any provision of these Articles of Incorporation conflicts with the HUD Loan Documents the provision of the HUD Loan Documents shall control.

(j) So long as HUD or HUD's successor or assign is the insurer or holder of the note secured by the Project, no provision of this Article IX shall be amended without prior approval by HUD.