

EXHIBIT P

Identity of Interest Certification

The Applicant Peaks of Rock Hill, has represented to the Authority in the Low-Income Housing Tax Credit Application that the Applicant ☐ has ☒ **does not have** an "identity of interest." An "identity of interest" exists if any of the following conditions exist:

- A. When there is any financial interest of the Applicant or Owner and any other member of the development team.
- B. When one or more of the officers, directors, stockholders, members, or partners of the Applicant or Owner is also an officer, director, stockholder, member, or partner of any other member of the development team.
- C. When any officer, director, stockholder, member or partner of the Applicant or Owner has any financial interest whatsoever in any other member of the development team.
- D. When any other member of the development team advances any funds to the Applicant or Owner.
- E. When any other member of the development team provides and pays, on behalf of the Applicant or Owner, the cost of any architectural services or engineering services other than those of a surveyor, general superintendent, or engineer employed by any other member of the development team in connection with its obligations under its contract with the Applicant or Owner.
- F. When any other member of the development team takes stock or any interest in the Owner entity as part of the consideration to be paid him/her.
- G. When any relationship exists which would give the Applicant or Owner or any other member of the development team control or influence over the price of the contract or the price paid to any other member of the development team or to a subcontractor, material supplier or lessor of equipment.
- H. When there exist (or come into being) any side deals, agreements, contracts or undertakings entered into or contemplated, thereby altering, amending, or canceling any of the required application or closing (should there be a closing) documents.

If there is an 'identity of interest', please state what the 'identity of interest' is:

The above Applicant certifies that fees and charges collected by one of the parties from related parties does not exceed the norm for such services etc., for the area the development is located in.

The undersigned hereby certifies and acknowledges that the South Carolina State Housing Finance and Development Authority may rely upon this certification in making an allocation of tax credits.

Applicant Signature:  **Date:** 5/6/2025

Applicant Name: Peaks of Rock Hill, LP

Resource Housing Group, Inc.

RHG Investments, LLC

Guarantor

100%

100%

RHG GP Management, Inc.

Member

100%

Peaks of Rock Hill GP, LLC

GENERAL PARTNER

Peaks of Rock Hill Developer, LLC

INITIAL LIMITED PARTNER

.01%

99.99%

Peaks of Rock Hill, LP

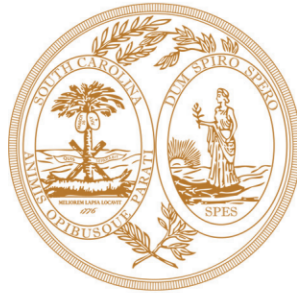
OWNER

FORM LP

LIMITED PARTNERSHIP	Development Name: <u>Peaks of Rock Hill</u> City: <u>Rock Hill</u> , S.C.
Name of LP: <u>Peaks of Rock Hill, LP</u> LP includes the following: <input checked="" type="checkbox"/> For Profit <input type="checkbox"/> Non-Profit Address: <u>3350 Riverwood Pkwy Suite 800</u> City: <u>Atlanta</u> State: <u>GA</u> Zip: <u>30339</u> Tax ID Number: <u>33-5013549</u> or date applied for: _____	
Partners	Percentage of Ownership
1. Partner: <u>Peaks of Rock Hill GP, LLC</u> Address: <u>3350 Riverwood Pkwy Suite 800</u> City, State, Zip: <u>Atlanta, GA 30339</u> <input checked="" type="checkbox"/> General Partner <input type="checkbox"/> Limited Partner	<u>.01</u> %
2. Partner: <u>Peaks of Rock Hill Developer, LLC</u> Address: <u>3350 Riverwood Pkwy Suite 800</u> City, State, Zip: <u>Atlanta, GA 30339</u> <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Limited Partner	<u>99.99</u> %
3. Partner: _____ Address: _____ City, State, Zip: _____ <input type="checkbox"/> General Partner <input type="checkbox"/> Limited Partner	_____ %
4. Partner: _____ Address: _____ City, State, Zip: _____ <input type="checkbox"/> General Partner <input type="checkbox"/> Limited Partner	_____ %
5. Partner: _____ Address: _____ City, State, Zip: _____ <input type="checkbox"/> General Partner <input type="checkbox"/> Limited Partner	_____ %

NOTE: This form must be completed for each LLC that is involved in the proposed development. If any of the Members are Corporations, Limited Liability Companies, or Limited Partnerships then you must also complete, in addition to this form, one or more of the following, as applicable: FORM CORP, FORM LP, and/or FORM LLC. All necessary forms must be submitted so as to ascertain the Principals of the development.

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Existence

I, Mark Hammond, Secretary of State of South Carolina Hereby Certify that:

Peaks of Rock Hill, LP, a limited partnership organized under the laws of the State of South Carolina on April 9th, 2025, and doing business in South Carolina under the name of Peaks of Rock Hill, LP has, as of the 9th day of April, 2025, filed all reports due this office, paid all fees due, and is in existence and authorized to do business in the State of South Carolina.

Given under my Hand and the Great Seal of the State of South Carolina this 9th day of April, 2025.


Mark Hammond, Secretary of State

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 33-42-210 of the 1976 S.C. Code of Laws, as amended, the undersigned limited partnership submits the following:

1. The name of the proposed limited partnership is:

Peaks of Rock Hill, LP

2. The address of the office of the registered agent of the limited partnership is:

2 Office Park Court, Suite 103

(Street Address)

Columbia, South Carolina 29223

(City, State, Zip Code)

3. The name of the registered agent at the above address:

CT Corporation System

(Name)

I hereby consent to the appointment as registered agent

(Agent's Signature)

4. The address of the principal office is:

3350 Riverwood Parkway, 100 Building, Suite 800

(Street Address)

Atlanta, Georgia 30339

(City, State, Zip Code)

5. The name and mailing address of each general partner of the limited partnership:

- a. Peaks of Rock Hill GP, LLC

(Name)

3350 Riverwood Parkway, 100 building, Suite 800

(Street Address)

Atlanta, Georgia 30339

(City, State, Zip Code)

Peaks of Rock Hill, LP

Name of Limited Partnership

b. _____
(Name)

(Street Address)

(City, State, Zip Code)

6. The latest date upon which the limited partnership is to dissolve: 04/09/2125

7. The optional provisions which the limited partnership wishes to include are as follows:

8. The existence of the limited partnership shall begin as of the filing date with the Secretary of State unless a delayed date is indicated [See 33-1-230(b) of the 1976 South Carolina Code of Laws, as amended]: _____

04/09/2025
(Date)

1. Chase Northcutt, President of Manager of the GP: (Electronically Signed)

(Signature of General Partner)
Peaks of Rock Hill GP, LLC

(Print Name)

2. _____
(Signature of General Partner)

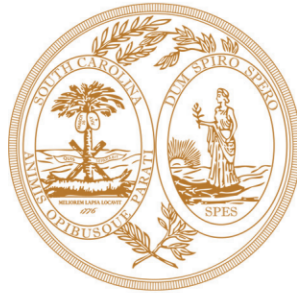
(Print Name)

FORM LLC

LIMITED LIABILITY COMPANY	Development Name: <u>Peaks of Rock Hill</u> City: <u>Rock Hill</u> , S.C.
Name of LLC: <u>Peaks of Rock Hill GP, LLC</u> LLC includes the following: <input checked="" type="checkbox"/> For Profit <input type="checkbox"/> Non-Profit Address: <u>3350 Riverwood Pkwy, Suite 800</u> City: <u>Atlanta</u> State: <u>GA</u> Zip: <u>30339</u> Tax ID Number: <u>33-4977892</u> or date applied for: _____	
Membership	Percentage of Ownership
1. Manager (if any): <u>RHG GP Management, Inc.</u> Address: <u>3350 Riverwood Pkwy, Suite 800</u> City, State, Zip: <u>Atlanta, GA 30339</u>	<u>100</u> %
2. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %
3. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %
4. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %
5. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %
6. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %

NOTE: This form must be completed for each LLC that is involved in the proposed development. If any of the Members are Corporations, Limited Liability Companies, or Limited Partnerships then you must also complete, in addition to this form, one or more of the following, as applicable: FORM CORP, FORM LP, and/or FORM LLC. All necessary forms must be submitted so as to ascertain the Principals of the development.

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Existence

I, Mark Hammond, Secretary of State of South Carolina Hereby Certify that:

Peaks of Rock Hill GP, LLC, a limited liability company duly organized under the laws of the State of South Carolina on April 9th, 2025, with a duration that is at will, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to S.C. Code Ann. §33-44-809, and that the company has not filed articles of termination as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 9th day of April, 2025.


Mark Hammond, Secretary of State

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

**ARTICLES OF ORGANIZATION
Limited Liability Company – Domestic**

The undersigned delivers the following articles of organization to form a South Carolina limited liability company pursuant to S.C. Code of Laws Section 33-44-202 and Section 33-44-203.

1. The name of the limited liability company (Company ending must be included in name*)

Peaks of Rock Hill GP, LLC

*Note: The name of the limited liability company must contain one of the following endings: "limited liability company" or "limited company" or the abbreviation "L.L.C.", "LLC", "L.C.", "LC", or "Ltd. Co."

2. The address of the initial designated office of the limited liability company in South Carolina is
2 Office Park Court, Suite 103

(Street Address)

Columbia, South Carolina 29223

(City, State, Zip Code)

3. The initial agent for service of process is

CT Corporation System

(Name)

(Signature of Agent)

And the street address in South Carolina for this initial agent for service of process is:
2 Office Park Court, Suite 103

(Street Address)

Columbia _____ South Carolina 29223

(City) _____ (Zip Code)

4. List the name and address of each organizer. Only one organizer is required, but you may have more than one.

- (a) Chase Northcutt

(Name)

3350 Riverwood Parkway, 100 Building, Suite 800

(Street Address)

Valdosta, Georgia 31605

(City, State, Zip Code)

Peaks of Rock Hill GP, LLC

Name of Limited Liability Company

(b)

(Name)

(Street Address)

(City, State, Zip Code)

5. ☐ Check this box only if the company is to be a term company. If the company is a term company, provide the term specified. _____
6. ☒ Check this box only if management of the limited liability company is vested in a manager or managers. If this company is to be managed by managers, include the name and address of each initial manager.

(a)

RHG GP Management, Inc.

(Name)

3350 Riverwood Parkway, 100 Building, Suite 800

(Street Address)

Atlanta, Georgia 30339

(City, State, Zip Code)

(b)

(Name)

(Street Address)

(City, State, Zip Code)

7. ☐ Check this box only if one or more of the members of the company are to be liable for its debts and obligations under Section 33-44-303(c). If one or more members are so liable, specify which members, and for which debts, obligations or liabilities such members are liable in their capacity as members. This provision is optional and does not have to be completed.

8. Unless a delayed effective date is specified, these articles will be effective when endorsed for filing by the Secretary of State. Specify any delayed effective date and time _____.

Peaks of Rock Hill GP, LLC

Name of Limited Liability Company

9. Any other provisions not consistent with law which the organizers determine to include, including any provisions that are required or are permitted to be set forth in the limited liability company operating agreement may be included on a separate attachment. Please make reference to this section if you include a separate attachment.

10. Each organizer listed under number 4 must sign.

Chase Northcutt: (Electronically Signed)

Signature of Organizer

Date: 04/09/2025

Signature of Organizer

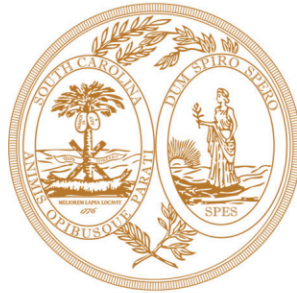
Date: _____

FORM LLC

LIMITED LIABILITY COMPANY	Development Name: <u>Peaks of Rock Hill</u> City: <u>Rock Hill</u> , S.C.
Name of LLC: <u>Peaks of Rock Hill Developer, LLC</u> LLC includes the following: <input checked="" type="checkbox"/> For Profit <input type="checkbox"/> Non-Profit Address: <u>3350 Riverwood Pkwy, Suite 800</u> City <u>Atlanta</u> State <u>GA</u> Zip: <u>30339</u> Tax ID Number: <u>33-4962945</u> or date applied for: _____	
Membership	Percentage of Ownership
1. Manager (if any): <u>Resource Housing Group, Inc.</u> Address: <u>3350 Riverwood Pkwy, Suite 800</u> City, State, Zip: <u>Atlanta, GA 30339</u>	<u>100</u> %
2. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %
3. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %
4. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %
5. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %
6. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %

NOTE: This form must be completed for each LLC that is involved in the proposed development. If any of the Members are Corporations, Limited Liability Companies, or Limited Partnerships then you must also complete, in addition to this form, one or more of the following, as applicable: FORM CORP, FORM LP, and/or FORM LLC. All necessary forms must be submitted so as to ascertain the Principals of the development.

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Existence

I, Mark Hammond, Secretary of State of South Carolina Hereby Certify that:

Peaks of Rock Hill Developer, LLC, a limited liability company duly organized under the laws of the State of South Carolina on April 9th, 2025, with a duration that is at will, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to S.C. Code Ann. §33-44-809, and that the company has not filed articles of termination as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 9th day of April, 2025.


Mark Hammond, Secretary of State

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

**ARTICLES OF ORGANIZATION
Limited Liability Company – Domestic**

The undersigned delivers the following articles of organization to form a South Carolina limited liability company pursuant to S.C. Code of Laws Section 33-44-202 and Section 33-44-203.

1. The name of the limited liability company (Company ending must be included in name*)

Peaks of Rock Hill Developer, LLC

*Note: The name of the limited liability company must contain one of the following endings: "limited liability company" or "limited company" or the abbreviation "L.L.C.", "LLC", "L.C.", "LC", or "Ltd. Co."

2. The address of the initial designated office of the limited liability company in South Carolina is
2 Office Park Court, Suite 103

(Street Address)

Columbia, South Carolina 29223

(City, State, Zip Code)

3. The initial agent for service of process is

CT Corporation System

(Name)

(Signature of Agent)

And the street address in South Carolina for this initial agent for service of process is:
2 Office Park Court, Suite 103

(Street Address)

Columbia _____ South Carolina 29223

(City) _____ (Zip Code)

4. List the name and address of each organizer. Only one organizer is required, but you may have more than one.

(a)

Chase Northcutt

(Name)

3350 Riverwood Parkway, 100 Building, Suite 800

(Street Address)

Atlanta, Georgia 30339

(City, State, Zip Code)

Peaks of Rock Hill Developer, LLC

Name of Limited Liability Company

(b)

(Name)

(Street Address)

(City, State, Zip Code)

5. ☐ Check this box only if the company is to be a term company. If the company is a term company, provide the term specified. _____
6. ☒ Check this box only if management of the limited liability company is vested in a manager or managers. If this company is to be managed by managers, include the name and address of each initial manager.

(a)

Resource Housing Group, Inc.

(Name)

3350 Riverwood Parkway, 100 Building, Suite 800

(Street Address)

Atlanta, Georgia 30339

(City, State, Zip Code)

(b)

(Name)

(Street Address)

(City, State, Zip Code)

7. ☐ Check this box only if one or more of the members of the company are to be liable for its debts and obligations under Section 33-44-303(c). If one or more members are so liable, specify which members, and for which debts, obligations or liabilities such members are liable in their capacity as members. This provision is optional and does not have to be completed.

8. Unless a delayed effective date is specified, these articles will be effective when endorsed for filing by the Secretary of State. Specify any delayed effective date and time _____.

Peaks of Rock Hill Developer, LLC

Name of Limited Liability Company

9. Any other provisions not consistent with law which the organizers determine to include, including any provisions that are required or are permitted to be set forth in the limited liability company operating agreement may be included on a separate attachment. Please make reference to this section if you include a separate attachment.

10. Each organizer listed under number 4 must sign.

Chase Northcutt: (Electronically Signed)

Signature of Organizer

Date: 04/09/2025

Signature of Organizer

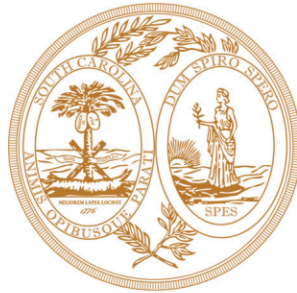
Date: _____

FORM CORP

CORPORATION	Development Name: <u>Peaks of Rock Hill</u> City: <u>Rock Hill</u> , S.C.	
Name of Corporation: <u>RHG GP Management, Inc.</u> Corporation is <input checked="" type="checkbox"/> For Profit <input type="checkbox"/> Non-Profit Address: <u>3350 Riverwood Pkwy, Suite 800</u> City <u>Atlanta</u> State <u>GA</u> Zip: <u>30339</u> Tax ID Number: <u>82-5249654</u> or date applied for: _____		
Officers		
President: <u>Chase Northcutt</u> Vice-President: <u>Sam Coats</u> Secretary: <u>Charles W. Northcutt</u> Treasurer: <u>John R. West</u>		
Shareholders		Percentage of Ownership
1. Name <u>Resource Housing Group, Inc.</u> Address: <u>3350 Riverwood Pkwy Suite 800</u> City, State, Zip: <u>Atlanta, GA 30339</u>		<u>100</u> %
2. Name: _____ Address: _____ City, State, Zip: _____		_____ %
3. Name: _____ Address: _____ City, State, Zip: _____		_____ %
4. Name: _____ Address: _____ City, State, Zip: _____		_____ %
5. Name: _____ Address: _____ City, State, Zip: _____		_____ %

NOTE: This form must be completed for **each** Corporation that is involved in the proposed development.

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authority

I, Mark Hammond, Secretary of State of South Carolina Hereby Certify that:

RHG GP Management, Inc., a corporation duly organized under the laws of the state of Georgia and issued a certificate of authority to transact business in South Carolina on March 6th, 2018, has on the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the State, that the Secretary of State has not mailed notice to the corporation that its authority to transact business in South Carolina is subject to being revoked pursuant to S.C. Code Ann. §33-15-310, and no application for surrender of authority to do business in South Carolina has been filed in this office as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 9th day of April, 2025.


Mark Hammond, Secretary of State

Filing ID: 180306-1603102

Filing Date: 03/06/2018

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

APPLICATION BY A FOREIGN CORPORATION FOR A CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THE STATE OF SOUTH CAROLINA

Pursuant to Section 33-15-103 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation hereby applies for authority to transact business in the State of South Carolina, and for that purpose, hereby submits the following statement:

1. The name of the corporation is (see Sections 33-4-101 and 33-15-106 and Section 33-19-500 (b)(1) if the corporation is a professional corporation. (Must match corporation name on certificate of existence from domestic state)

RHG GP Management, Inc.

2. It is incorporated as (check applicable item) ☒ a general business corporation, ☐ a professional corporation under the laws of the state of Georgia
3. The date of its incorporation is 03/01/2018 and the period of its duration is Perpetual
4. The address of the principal office of the corporation is:
1819 Peachtree Road NE

(Street Address)

Atlanta, Georgia 30309

(City, State, Zip Code)

5. The address of the proposed registered office in the state of South Carolina is:
2 Office Park Court, Suite 103

(Street Address)

Columbia

(City)

South Carolina

29223

(Zip Code)

6. The name of the proposed registered agent in South Carolina at such address is
CT Corporation System

(Print Name)

I hereby consent to the appointment as registered agent of the corporation

(Signature of the Registered Agent)

RHG GP Management, Inc.

Name of Corporation

7. The name and usual business address of the corporation's directors (if the corporation has no directors, then the name and address of the persons who are exercising the statutory authority of the directors on behalf of the corporation) and principal officers:

a.) Chase Northcutt

(Director Name)

1819 Peachtree Road NE

(Business Address)

Atlanta, Georgia 30309

(City, State, Zip Code)

(Director Name)

(Business Address)

(City, State, Zip Code)

(Director Name)

(Business Address)

(City, State, Zip Code)

b.) Chase Northcutt

(Principal Officer Name)

Director

(Principal Officer Position)

1819 Peachtree Road NE

(Address)

Atlanta, Georgia 30309

(City, State, Zip Code)

(Principal Officer Name)

(Principal Officer Position)

RHG GP Management, Inc.

Name of Corporation

(Address)

(City, State, Zip Code)

(Principal Officer Name)

(Principal Officer Position)

(Address)

(City, State, Zip Code)

8. The aggregate number of shares which the corporation has authority to issue, itemized by classes and series, if any, within a class: (if no shares are issued please enter "none")

Class of Shares (and Series, if any)
none

Authorized Number of Each Class (and Series)
none

9. Unless a delated date is specified, this application shall be effective when accepted for filing by the Secretary of State (See Section 33-1-230):

Date: 03/06/2018

Name of Corporation:

RHG GP Management, Inc.

Chase Northcutt

Signature of Officer

Chase Northcutt

Type or Print Name

Director

Position of Officer

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, **Brian P. Kemp**, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

RHG GP Management, Inc.

a Domestic Profit Corporation

was formed in the jurisdiction stated below or was authorized to transact business in Georgia on the below date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Docket Number : 15427789
Date Inc/Auth/Filed: 03/01/2018
Jurisdiction : Georgia
Print Date : 03/05/2018
Form Number : 211



B. P. Kemp

Brian P. Kemp
Secretary of State

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

RHG GP Management, Inc.

a Domestic Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **03/01/2018** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **03/02/2018**.



Brian P. Kemp
Secretary of State

ARTICLES OF INCORPORATION

Electronically Filed
Secretary of State
Filing Date: 3/1/2018 5:28:16 PM

BUSINESS INFORMATION

CONTROL NUMBER	18026324
BUSINESS NAME	RHG GP Management, Inc.
BUSINESS TYPE	Domestic Profit Corporation
EFFECTIVE DATE	03/01/2018
SHARES	1

PRINCIPAL OFFICE ADDRESS

ADDRESS	1819 Peachtree Road, NE, Atlanta, GA, 30309, USA
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REGISTERED AGENT'S NAME AND ADDRESS

NAME	ADDRESS
Chase Northcutt	1819 Peachtree Road NE, Suite 520, Fulton, Atlanta, GA, 30309, USA

INCORPORATOR(S)

NAME	TITLE	ADDRESS
Chase Northcutt	INCORPORATOR	1819 Peachtree Road, NE, Atlanta, GA, 30309, USA

OPTIONAL PROVISIONS

N/A

AUTHORIZER INFORMATION

AUTHORIZER SIGNATURE	Chase Northcutt
AUTHORIZER TITLE	Incorporator

**ACTION OF THE INITIAL BOARD OF DIRECTORS OF
RHG GP MANAGEMENT, INC.
TAKEN BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF
AN ORGANIZATIONAL MEETING**

Acting by unanimous written consent in accordance with the Georgia Business Corporation Code, as amended, the undersigned, being all of the members of the initial Board of Directors of RHG GP Management, Inc. (the "Corporation"), hereby waive notice of a meeting and hereby unanimously consent to and adopt the following resolutions as the action of the Board of Directors in lieu of a meeting for the purpose of organizing the Corporation and hereby direct that this written consent be delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

I.

Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the Corporation, filed with the Secretary of State of Georgia on March 1, 2018 and attached to this consent action as Exhibit A, are hereby approved and adopted, and the Secretary of the Corporation is hereby directed to place a certified copy of them in the Corporation's minute book.

II.

Indemnification of Incorporator

RESOLVED, that the Corporation shall indemnify, defend, and hold harmless, to the fullest extent permitted by law, the Incorporator of the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred as a result of any action, suit, or proceeding arising out of or in connection with the organization of the Corporation.

III.

Bylaws

RESOLVED, that proposed Bylaws for the regulation and management of the Corporation's affairs attached to this consent action as Exhibit B are hereby approved and adopted as the Bylaws of the Corporation, and the Secretary of the Corporation is hereby directed to note on the Bylaws the date of their adoption and to insert them in the Corporation's minute book.

IV.
Officers

RESOLVED, that the following persons are hereby appointed as the officers of the Corporation with the titles shown, to serve at the pleasure of the Board of Directors until their successors are appointed and qualify:

<u>Name</u>	<u>Office</u>
Bryant G. Coats	Chief Executive Officer
Chase Northcutt	President, Assistant Secretary
John R. West	Executive Vice President, CFO, Treasurer, Assistant Secretary
Charles W. Northcutt III	Secretary
Heather-Dawn Ashley	Vice President
Bonnie Chafin	Assistant Secretary

RESOLVED, that the Board of Directors hereby authorizes and empowers the President of the Corporation to hire and employ whatever other assistants, agents, and employees, for whatever duties, at whatever compensation, and on whatever terms and conditions that the President may deem necessary or desirable.

V.
Form of Stock Certificate

RESOLVED, that the form of stock certificate attached to this consent action as Exhibit C is hereby approved and adopted as the form of stock certificate to be issued to represent the shares of stock of the Corporation.

VI.
Corporate Seal

RESOLVED, that the form of seal which appears below on the margin of this consent action is hereby approved and adopted as the seal of the Corporation.

[CORPORATE SEAL]

VII.
Initial Issuance of Stock

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to offer for sale and to sell and to issue to Resource Housing Group, Inc. one hundred (100) shares of the Common Stock of the Corporation, \$1.00 par value, for the aggregate purchase price of \$100.00, and the Board of Directors hereby determines that such consideration constitutes adequate consideration for such shares;

RESOLVED, that an officer of the Corporation be, and hereby is, authorized and directed, in the name of and on behalf of the Corporation, to execute the acceptance of the subscription agreement tendered by Resource Housing Group, Inc. for such 100 shares;

RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to insert the subscription agreement in the Corporation's minute book;

RESOLVED, that the Board of Directors hereby authorizes and directs the Treasurer of the Corporation to call upon the subscriber for payment of such subscriber's subscription in the manner and form stated in the subscription agreement; and

RESOLVED, that the Board of Directors authorizes and directs the officers of the Corporation to execute and deliver to the subscriber a certificate for the number of shares subscribed for upon receipt by the Corporation of payment for the shares.

VIII.
Fiscal Year

RESOLVED, that the fiscal year of the Corporation initially shall be the year ending December 31; provided, however, that the Board of Directors may change the fiscal year after reviewing all of the facts and circumstances at any time and from time to time.

IX.
Corporate Bank Accounts

RESOLVED, that the Treasurer of the Corporation be, and hereby is, authorized and directed, in the name of and on behalf of the Corporation, to take any and all action that the Treasurer may deem necessary or advisable in order to establish from time to time accounts with banks for the efficient conduct of the Corporation's business; and

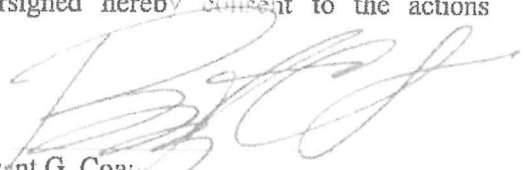
RESOLVED, that the Board of Directors hereby adopts the form of any and all resolutions required by these banks to be adopted in connection with the opening of these accounts if (i) in the opinion of the President of the Corporation, the adoption of the bank's resolution or resolutions is necessary or advisable and (ii) the Secretary of the

Corporation evidences adoption by filing with this consent action in the Corporation's minute book copies of the bank's resolutions which shall thereupon be deemed to be approved and adopted by the Board of Directors and incorporated as a part of this resolution.

X.
Organizational Expenses

RESOLVED, that the Treasurer of the Corporation, with the approval of the President, is hereby authorized and directed to pay all reasonable charges incident to or arising out of the organization of the Corporation and to reimburse any person or persons who have incurred any expenses or made any disbursements for these charges.

IN WITNESS WHEREOF, the undersigned hereby consent to the actions described herein effective as of March 1, 2018.


Bryant G. Coates


John R. West

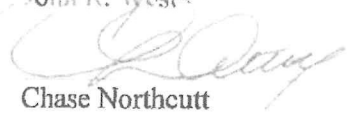

Chase Northcutt

EXHIBIT A

Articles of Incorporation

EXHIBIT B

Bylaws

RHG GP MANAGEMENT, INC.

BYLAWS

Adopted as of March 1, 2018

RHG GP MANAGEMENT, INC.

BYLAWS

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ARTICLE ONE

OFFICES AND AGENT

Section 1.1 Registered Office and Agent. The corporation shall maintain a registered office in the State of Georgia and shall have a registered agent whose business office is identical to the registered office.

Section 1.2 Other Offices. In addition to its registered office, the corporation may have offices at any other place or places, within or without the State of Georgia, as the Board of Directors may from time to time select or as the business of the corporation may require or make desirable.

ARTICLE TWO

SHAREHOLDERS' MEETINGS

Section 2.1 Place of Meetings. Meetings of shareholders may be held at any place within or without the State of Georgia, as set forth in the notice thereof or, in the event of a meeting held pursuant to waiver of notice, as set forth in the waiver, or, if no place is so specified, at the principal office of the corporation.

Section 2.2 Annual Meetings. The annual meeting of shareholders shall be held on a day to be determined by the Board of Directors on or before June 30 for the purpose of electing directors and transacting any and all business that may properly come before the meeting. If an annual meeting of shareholders is not held as provided in this Section 2.2, any business, including the election of directors, that might properly have been acted upon at such annual meeting may be acted upon at a special meeting in lieu of the annual meeting held pursuant to these bylaws or held pursuant to a court order.

Section 2.3 Special Meetings. Special meetings of shareholders or a special meeting in lieu of the annual meeting of shareholders may be called at any time by the Board of Directors or the President. Special meetings of shareholders or a special meeting in lieu of the annual meeting of shareholders shall be called by the corporation upon the written request of the holders of twenty-five percent (25%) of all the votes entitled to be cast on the issue or issues proposed to be considered at the proposed special meeting.

Section 2.4 Notice of Meetings. Unless waived as contemplated in Section 5.2, a notice of each meeting of shareholders stating the date, time and place of the meeting shall be given not less than ten (10) days nor more than sixty (60) days before the date thereof, by or at the direction of the President, the Secretary or the officer or persons calling the meeting, to each shareholder entitled to vote at that meeting. In the case of an annual meeting, the notice need not state the purpose or purposes of the meeting unless the articles of incorporation or the Georgia Business Corporation Code, as amended (the "Code") requires otherwise. In the case of a special meeting, including a special meeting in lieu of an annual meeting, the notice of meeting shall state the purpose or purposes for which the meeting is called.

Section 2.5 Voting Group. Voting group means all shares of one or more classes or series that are entitled to vote and be counted together collectively on a matter at a meeting of shareholders. All shares entitled to vote generally on the matter are for that purpose a single voting group.

Section 2.6 Quorum. With respect to shares entitled to vote as a separate voting group on a matter at a meeting of shareholders, the presence, in person or by proxy, of a majority of the votes entitled to be cast on the matter by the voting group shall constitute a quorum of that voting group for action on that matter unless the articles of incorporation or the Code provides otherwise. Once a share is represented for any purpose at a meeting, other than solely to object to holding the meeting or to transacting business at the meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of the meeting unless a new record date is or must be set for the adjourned meeting pursuant to Section 8.7 of these bylaws.

Section 2.7 Vote Required for Action. If a quorum exists, action on a matter (other than the election of directors) by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the articles of incorporation, provisions of these bylaws validly adopted by the shareholders or the Code requires a greater number of affirmative votes. If the articles of incorporation or the Code provides for voting by two or more voting groups on a matter, action on that matter is taken only when voted upon by each of those voting groups counted separately. Action may be taken by one voting group on a matter even though no action is taken by another voting group entitled to vote on the matter. With regard to the election of directors, unless otherwise provided in the articles of incorporation, if a quorum exists, action on the election of directors is taken by a plurality of the votes cast by the shares entitled to vote in the election.

Section 2.8 Voting of Shares. Unless the articles of incorporation or the Code provides otherwise, each outstanding share having voting rights shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. Voting on all matters shall be by voice vote or by show of hands unless any qualified voter, prior to the voting on any matter, demands vote by ballot, in which case each ballot shall state the name of the shareholder voting and the number of shares voted by him or her, and if the ballot be cast by proxy, it shall also state the name of the proxy.

Section 2.9 Proxies. A shareholder entitled to vote pursuant to Section 2.8 may vote in person or by proxy pursuant to an appointment of proxy executed in writing by the shareholder or by his or her attorney-in-fact. An appointment of proxy shall be valid for only one meeting to be specified therein, and any adjournments of such meeting, but shall not be valid for more than eleven months unless expressly provided therein. Appointments of proxy shall be dated and filed with the records of the meeting to which they relate. If the validity of any appointment of proxy is questioned, it must be submitted to the secretary of the meeting of shareholders for examination or to a proxy officer or committee appointed by the person presiding at the meeting. The secretary of the meeting or, if appointed, the proxy officer or committee, as the case may be, shall determine the validity or invalidity of any appointment of proxy submitted, and reference by the secretary in the minutes of the meeting to the regularity of an appointment of proxy shall be received as

prima facie evidence of the facts stated for the purpose of establishing the presence of a quorum at the meeting and for all other purposes.

Section 2.10 Presiding Officer. The President shall serve as the chairman of every meeting of shareholders unless another person is elected by the shareholders to serve as chairman at the meeting. The chairman shall appoint any persons he or she deems required to assist with the meeting.

Section 2.11 Adjournments. Whether or not a quorum is present to organize a meeting, any meeting of shareholders (including an adjourned meeting) may be adjourned by the holders of a majority of the voting shares represented at the meeting to reconvene at a specific time and place, but no later than 120 days after the date fixed for the original meeting unless the requirements of the Code concerning the selection of a new record date have been met. At any reconvened meeting within that time period, any business may be transacted that could have been transacted at the meeting that was adjourned. If notice of the adjourned meeting was properly given, it shall not be necessary to give any notice of the reconvened meeting or of the business to be transacted, if the date, time and place of the reconvened meeting are announced at the meeting that was adjourned and before adjournment; provided, however, that if a new record date is or must be fixed, notice of the reconvened meeting must be given to persons who are shareholders as of the new record date.

Section 2.12 Action of Shareholders Without a Meeting. Action required or permitted to be taken at a meeting of shareholders may be taken without a meeting if the action is taken by all shareholders entitled to vote on the action or, if so provided in the articles of incorporation, by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. The corporation shall give written notice of actions taken as required by the Code.

ARTICLE THREE

THE BOARD OF DIRECTORS

Section 3.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. In addition to the powers and authority expressly conferred upon it by these bylaws, the Board of Directors may exercise all powers of the corporation and do all lawful acts and things that are not by law, by any legal agreement among shareholders, by the articles of incorporation or by these bylaws directed or required to be exercised or done by the shareholders.

Section 3.2 Number, Election and Term of Office. The number of directors of the corporation shall initially be the number specified in the corporation's articles of incorporation, and thereafter such number can be changed from time to time by resolution

of the shareholders or of the Board of Directors. Except as provided in Section 3.4, the directors shall be elected by the vote of the shareholders as set forth in Section 2.7 at each annual meeting of the shareholders or special meeting in lieu of the annual meeting. Except in case of death, written resignation, retirement, disqualification or removal, each director shall serve until the next succeeding annual meeting and thereafter until his or her successor is elected and qualifies or until the number of directors is decreased.

Section 3.3 Removal. One or more directors may be removed from office with or without cause by the shareholders by a majority of the votes entitled to be cast. If the director was elected by a voting group, only the shareholders of that voting group may participate in the vote to remove him or her. Removal action may be taken at any meeting of shareholders with respect to which the notice stated that the purpose, or one of the purposes, of the meeting is removal of the director, and a removed director's successor may be elected at the same meeting.

Section 3.4 Vacancies. A vacancy occurring in the Board of Directors, other than by reason of an increase in the number of directors, shall be filled for the unexpired term by the first to take action of (a) the shareholders or (b) the Board of Directors, and if the directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. If the vacant office was held by a director elected by a voting group, only the holders of shares of that voting group or the remaining directors elected by that voting group are entitled to vote to fill the vacancy. A vacancy occurring in the Board of Directors by reason of an increase in the number of directors shall be filled in like manner as any other vacancy but, if filled by action of the Board of Directors, shall only be for a term of office continuing until the next election of directors by the shareholders and until the election and qualification of a successor.

Section 3.5 Compensation. Unless the articles of incorporation provide otherwise, the Board of Directors may determine from time to time the compensation, if any, directors may receive for their services as directors. A director may also serve the corporation in a capacity other than that of director and receive compensation, as determined by the Board of Directors, for services rendered in such other capacity.

ARTICLE FOUR

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 Regular Meetings. Regular meetings of the Board of Directors shall be held immediately after the annual meeting of shareholders or a special meeting in lieu of the annual meeting. In addition, the Board of Directors may schedule other meetings to occur at regular intervals throughout the year.

Section 4.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by any two directors in office at that time.

Section 4.3 Place of Meetings. Directors may hold their meetings at any place within or without the State of Georgia as the Board of Directors may from time to time

establish for regular meetings or as set forth in the notice of a special meeting or, in the event of a meeting held pursuant to waiver of notice, as set forth in the waiver.

Section 4.4 Notice of Meetings. No notice shall be required for any regularly scheduled meeting of the directors. Unless waived as contemplated in Section 5.2, each director shall be given at least one day's notice (as set forth in Section 5.1) of each special meeting stating the date, time and place of the meeting.

Section 4.5 Quorum. Unless a greater number is required by the articles of incorporation, these bylaws or the Code, or unless otherwise specifically provided in the Code, a quorum of the Board of Directors consists of a majority of the total number of directors that has been prescribed by resolution of the shareholders or of the Board of Directors pursuant to Section 3.2.

Section 4.6 Vote Required for Action.

(a) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors unless the Code, the articles of incorporation or these bylaws require the vote of a greater number of directors.

(b) A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

(i) he or she objects at the beginning of the meeting (or promptly upon his or her arrival) to holding it or transacting business at the meeting;

(ii) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or

(iii) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4.7 Participation by Conference Telephone. Any or all directors may participate in a meeting of the Board of Directors or of a committee of the Board of Directors through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting.

Section 4.8 Action by Directors Without a Meeting. Unless the articles of incorporation or these bylaws provide otherwise, any action required or permitted to be taken at any meeting of the Board of Directors, or any action that may be taken at a meeting of a committee of the Board of Directors, may be taken without a meeting if the action is taken by all the members of the Board of Directors (or of the committee, as the case may be). The action must be evidenced by one or more written consents describing the action taken, signed by each director (or each director serving on the committee, as the

case may be), and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

Section 4.9 Adjournments. Whether or not a quorum is present to organize a meeting, any meeting of directors (including an adjourned meeting) may be adjourned by a majority of the directors present to reconvene at a specific time and place. At any reconvened meeting, any business may be transacted that could have been transacted at the meeting that was adjourned. If notice of the adjourned meeting was properly given, it shall not be necessary to give any notice of the reconvened meeting or of the business to be transacted, if the date, time and place of the reconvened meeting are announced at the meeting that was adjourned.

Section 4.10 Committees of the Board of Directors. The Board of Directors by resolution may designate from among its members one or more committees, each consisting of one or more directors all of whom serve at the pleasure of the Board of Directors. Except as limited by the Code, each committee shall have the authority set forth in the resolution establishing the committee. The provisions of this Article Four as to the Board of Directors and its deliberations shall be applicable to any committee of the Board of Directors.

ARTICLE FIVE

MANNER OF NOTICE AND WAIVER AS TO SHAREHOLDERS AND DIRECTORS

Section 5.1 Procedure. Whenever these bylaws require notice to be given to any shareholder or director, the notice shall be given in accordance with this Section 5.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Any notice to directors may be written or oral. Notice may be communicated in person; by telephone, facsimile, telegraph, teletype or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Written notice to the shareholders, if in a comprehensible form, is effective when mailed, if mailed with first-class postage prepaid and correctly addressed to the shareholder's address shown in the corporation's current record of shareholders. Except as otherwise provided in this Section 5.1, written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) when received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (b) five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Oral notice is effective when communicated if communicated in a comprehensible manner.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

Section 5.2 Waiver.

(a) A shareholder may waive any notice before or after the date and time stated in the notice. Except as provided in subsection 5.2(b), the waiver must be in writing, be signed by the shareholder entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(b) A shareholder's attendance at a meeting (i) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

(c) Unless required by the Code, neither the business transacted nor the purpose of the meeting need be specified in the waiver.

(d) A director may waive any notice before or after the date and time stated in the notice. Except as provided in subsection 5.2(e), the waiver must be in writing, signed by the director entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(e) A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE SIX

OFFICERS

Section 6.1 Number. The officers of the corporation shall consist of a President, a Secretary and a Treasurer and any other officers as may be appointed by the Board of Directors or appointed by a duly appointed officer pursuant to this Article Six. The Board of Directors shall from time to time create and establish the duties of the other officers. Any two or more offices may be held by the same person.

Section 6.2 Appointment and Term. All officers shall be appointed by the Board of Directors or by a duly appointed officer pursuant to this Article Six and shall serve at the pleasure of the Board of Directors or the appointing officers, as the case may be. All officers, however appointed, may be removed with or without cause by the Board of Directors and any officer appointed by another officer may also be removed by the appointing officer with or without cause.

Section 6.3 Compensation. The compensation of all officers of the corporation appointed by the Board of Directors shall be fixed by the Board of Directors.

Section 6.4 President. The President shall be the chief executive officer of the corporation and shall have general supervision of the business of the corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall perform such other duties as may from time to time be delegated by the Board of Directors.

Section 6.5 Vice Presidents. In the absence or disability of the President, or at the direction of the President, the Vice President, if any, shall perform the duties and exercise the powers of the President. If the corporation has more than one Vice President, the one designated by the Board of Directors shall act in lieu of the President. Vice Presidents shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign.

Section 6.6 Secretary. The Secretary shall be responsible for preparing minutes of the acts and proceedings of all meetings of the shareholders and of the Board of Directors and any committees thereof. The Secretary shall have authority to give all notices required by the Code or other applicable law or these bylaws. The Secretary shall be responsible for the custody of the corporate books, records, contracts and other documents. The Secretary may affix the corporate seal to any lawfully executed documents and shall sign any instruments as may require his or her signature. The Secretary shall authenticate records of the corporation. The Secretary shall perform whatever additional duties and have whatever additional powers the Board of Directors may from time to time assign. In the absence or disability of the Secretary or at the direction of the President, any assistant secretary may perform the duties and exercise the powers of the Secretary.

Section 6.7 Treasurer. The Treasurer shall be responsible for the custody of all funds and securities belonging to the corporation and for the receipt, deposit or disbursement of funds and securities under the direction of the Board of Directors. The Treasurer shall cause to be maintained full and true accounts of all receipts and disbursements and shall make reports of the same to the Board of Directors and the President upon request. The Treasurer shall perform all duties as may be assigned to him or her from time to time by the Board of Directors.

Section 6.8 Bonds. The Board of Directors by resolution may require any or all of the officers, agents or employees of the corporation to give bonds to the corporation, with sufficient surety or sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with any other conditions as from time to time may be required by the Board of Directors.

ARTICLE SEVEN

DISTRIBUTIONS AND SHARE DIVIDENDS

Section 7.1 Authorization or Declaration. Unless the articles of incorporation provide otherwise, the Board of Directors from time to time in its discretion may authorize or declare distributions or share dividends in accordance with the Code.

Section 7.2 Record Date With Regard to Distributions and Share Dividends. For the purpose of determining shareholders entitled to a distribution (other than one involving a purchase, redemption or other reacquisition of the corporation's shares) or a share dividend, the Board of Directors may fix a date as the record date. If no record date is fixed by the Board of Directors, the record date shall be determined in accordance with the provisions of the Code.

ARTICLE EIGHT

SHARES

Section 8.1 Authorization and Issuance of Shares. In accordance with the Code, the Board of Directors may authorize shares of any class or series provided for in the articles of incorporation to be issued for any consideration valid under the provisions of the Code. To the extent provided in the articles of incorporation, the Board of Directors shall determine the preferences, limitations and relative rights of the shares.

Section 8.2 Share Certificates. The interest of each shareholder in the corporation shall be evidenced by a certificate or certificates representing shares of the corporation which shall be in such form as the Board of Directors from time to time may adopt. Share certificates shall be numbered consecutively, shall be in registered form, shall indicate the date of issuance, the name of the corporation and that it is organized under the laws of the State of Georgia, the name of the shareholder, and the number and class of shares and the designation of the series, if any, represented by the certificate. Each certificate shall be signed by any one of the President, a Vice President, the Secretary or the Treasurer. The corporate seal need not be affixed.

Section 8.3 Rights of Corporation With Respect to Registered Owners. Prior to due presentation for transfer of registration of its shares, the corporation may treat the registered owner of the shares as the person exclusively entitled to vote the shares, to receive any share dividend or distribution with respect to the shares, and for all other purposes; and the corporation shall not be bound to recognize any equitable or other claim to or interest in the shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

Section 8.4 Transfers of Shares. Transfers of shares shall be made upon the transfer books of the corporation, kept at the office of the transfer agent designated to transfer the shares, only upon direction of the person named in the certificate, or by an attorney lawfully constituted in writing; and before a new certificate is issued, the old certificate shall be surrendered for cancellation or, in the case of a certificate alleged to have been lost, stolen or destroyed, the requirements of Section 8.6 of these bylaws shall have been met.

Section 8.5 Duty of Corporation to Register Transfer. Notwithstanding any of the provisions of Section 8.4 of these bylaws, the corporation is under a duty to register the transfer of its shares only if:

- (a) the certificate is endorsed by the appropriate person or persons;

(b) reasonable assurance is given that the endorsement or affidavit is genuine and effective;

(c) the corporation either has no duty to inquire into adverse claims or has discharged that duty;

(d) the requirements of any applicable law relating to the collection of taxes have been met; and

(e) the transfer in fact is rightful or is to a bona fide purchaser.

Section 8.6 Lost, Stolen or Destroyed Certificates. Any person claiming a share certificate to be lost, stolen or destroyed shall make an affidavit or affirmation of the fact in the manner required by the Board of Directors and, if the Board of Directors requires, shall give the corporation a bond of indemnity in form and amount, and with one or more sureties satisfactory to the Board of Directors, as the Board of Directors may require, whereupon an appropriate new certificate may be issued in lieu of the one alleged to have been lost, stolen or destroyed.

Section 8.7 Fixing of Record Date With Regard to Shareholder Action. For the purpose of determining shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote or to take any other action, the Board of Directors may fix a future date as the record date, which date shall be not more than seventy (70) days prior to the date on which the particular action requiring a determination of shareholders is to be taken. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting. If no record date is fixed by the Board of Directors, the record date shall be determined in accordance with the provisions of the Code.

ARTICLE NINE

INDEMNIFICATION

Section 9.1 Definitions. As used in this Article, the term:

(a) "Corporation" includes any domestic or foreign predecessor entity of the corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Director" or "officer" means an individual who is or was a director or board-appointed officer, respectively, of the corporation or who, while a director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other entity. A director or officer is considered to be serving an employee benefit plan at the corporation's request if his or her duties to the corporation also impose duties on, or otherwise involve services by, the director or officer to the plan or to participants in or beneficiaries of the plan. "Director" or "officer" includes, unless the context otherwise requires, the estate or personal representative of a director or officer.

(c) "Expenses" includes counsel fees.

(d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding.

(e) "Official capacity" means:

(i) when used with respect to a director, the office of director in the corporation; and

(ii) when used with respect to an officer, the office in the corporation held by the officer.

Official capacity does not include service for any other domestic or foreign corporation or any partnership, joint venture, trust, employee benefit plan or other entity.

(f) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(g) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative and whether formal or informal.

Section 9.2 Basic Indemnification Arrangement.

(a) Except as provided in subsection 9.2(d), the corporation shall indemnify an individual who is a party to a proceeding because he or she is or was a director or officer against liability incurred in the proceeding if:

- (i) such individual conducted himself or herself in good faith; and
- (ii) such individual reasonably believed:
 - (A) in the case of conduct in his or her official capacity, that such conduct was in the best interests of the corporation;
 - (B) in all other cases, that such conduct was at least not opposed to the best interests of the corporation; and
 - (C) in the case of any criminal proceeding, that the individual had no reasonable cause to believe such conduct was unlawful.

(b) A director's or officer's conduct with respect to an employee benefit plan for a purpose he or she believed in good faith to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection 9.2(a)(ii)(B).

(c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director or officer did not meet the standard of conduct described in subsection 9.2(a).

(d) The corporation may not indemnify a director or officer under this Article:

- (i) in connection with a proceeding by or in the right of the corporation, in which the director or officer was adjudged liable to the corporation; or
- (ii) in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

(e) Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 9.3 Advances for Expenses.

(a) The corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director or officer who

is a party to a proceeding because he or she is a director or officer if he or she delivers to the corporation:

(i) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in subsection 9.2(a); and

(ii) his or her written undertaking, executed personally or on his behalf, to repay any funds advanced if it is ultimately determined that the director or officer did not meet such standard of conduct; and a determination is made that the facts then known to those making the determination would not preclude indemnification under this section.

(b) The undertaking required by subsection 9.3(a)(ii) must be an unlimited general obligation of the director or officer but need not be secured and may be accepted without reference to the financial ability of the director or officer to make repayment.

(c) Determination and authorizations of payments under this section must be made in the manner specified in Section 9.5 hereof.

Section 9.4 Court-Ordered Indemnification.

(a) A director or officer who is a party to a proceeding because he or she is a director or officer may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Pursuant to Section 33-8-540 of the Code, after receipt of an application and after giving any notice it considers necessary, the court may:

(i) order indemnification if it determines that the director or officer is entitled to indemnification; or

(ii) order indemnification if it determines that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director or officer has met the relevant standard of conduct set forth in Section 9.2(a) or (b), or was adjudged liable in a proceeding referred to in Section 9.2(d), but if the director or officer was adjudged so liable, the indemnification shall be limited to reasonable expenses incurred in connection with the proceeding.

(b) If the court determines that the director or officer is entitled to indemnification, it may, and shall if it has made the determination in clause (i) above, also order the corporation to pay the director's or officer's reasonable expenses to obtain court-ordered indemnification.

Section 9.5 Determination and Authorization of Indemnification.

(a) The corporation acknowledges that indemnification of a director or officer under Section 9.2 has been pre-authorized by the corporation as permitted by Section 14-2-859(a) of the Code. Nevertheless, the corporation shall not indemnify a director or officer under Section 9.2 unless a determination has been made for the specific proceeding that

indemnification of the director or officer is permissible in the circumstances because he or she has met the relevant standard of conduct set forth in subsection 9.2(a);

(b) The determination referred to in subsection 9.5(a) shall be made:

(i) by the Board of Directors of the corporation by a majority vote of all directors not at the time parties to the proceeding;

(ii) if a quorum cannot be obtained under subsection (i), by majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding;

(iii) by special legal counsel:

(A) selected by the board of directors or its committee in the manner prescribed in paragraph (i) or (ii) of subsection 9.5(b); or

(B) if the quorum of the board of directors cannot be obtained under paragraph (i) of Section 9.5(b) and a committee cannot be designated under paragraph (ii) of such Section 9.5(b), selected by majority vote of the full Board of Directors (in which selection directors are parties may participate); or

(iv) by the shareholders, but shares owned by or voted under the control of a director or officer who at the time are parties to the proceeding may not be voted on the determination.

(c) As acknowledged above, the corporation has pre-authorized the indemnification of directors and officers hereunder, subject to a determination for a specific proceeding that the director or officer met the relevant standard of conduct under subsection 9.2(a). Consequently, no further decision need or shall be made on a case-by-case basis as to the authorization of the corporation's indemnification of directors or officers hereunder. Nevertheless, evaluation as to reasonableness of expenses of a director or officer for a specific proceeding shall be made in the same manner as the determination that indemnification is permissible, as described in subsection 9.5(b), except that if the determination is made by special legal counsel, evaluation as to reasonableness of expenses shall be made by those entitled under subsection 9.5(b)(ii)(B) to select special legal counsel.

Section 9.6 Indemnification of Employees and Agents. The corporation may indemnify an employee or agent of the corporation who is not a director or officer to the extent, consistent with public policy, that such indemnification may be provided to a director or officer.

Section 9.7 Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is a director, officer, employee or agent of the corporation or who, while a director, officer, employee or agent of the corporation, serves at the corporation's request as a director, officer, partner, trustee, employee or agent of another

domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other entity against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee or agent, whether or not the corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article or the Code.

Section 9.8 Witness Fees. Nothing in this Article shall limit the corporation's power to pay or reimburse expenses incurred by a director or officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party.

Section 9.9 Report to Shareholders. To the extent and in the manner required by the Code from time to time, if the corporation indemnifies a director or officer in connection with a proceeding by or in the right of the corporation, the corporation shall report the indemnification to the shareholders.

Section 9.10 Amendments; Severability. No amendment, modification or rescission of this Article Nine, or any provision hereof, the effect of which would diminish the rights to indemnification as set forth herein shall be effective as to any person with respect to any action taken or omitted by such person prior to such amendment, modification or rescission. In the event that any of the provisions of this Article (including any provision within a single section, subsection, division or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions of this Article shall remain enforceable to the fullest extent permitted by law.

ARTICLE TEN

MISCELLANEOUS

Section 10.1 Inspection of Books and Records. The Board of Directors shall have the power to determine which accounts, books and records of the corporation shall be opened to the inspection of the shareholders, except those as may by law specifically be made open to inspection, and shall have the power to fix reasonable rules and regulations not in conflict with the applicable law for the inspection of accounts, books and records which by law or by determination of the Board of Directors shall be open to inspection.

Section 10.2 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

Section 10.3 Corporate Seal. If the Board of Directors determines that there should be a corporate seal for the corporation, it shall be in the form as the Board of Directors may from time to time determine.

Section 10.4 Annual Financial Statements. In accordance with the Code, the corporation shall prepare and provide to the shareholders such financial statements as may be required by the Code.

Section 10.5 Conflict With Articles of Incorporation. In the event that any provision of these bylaws conflicts with any provision of the articles of incorporation, the articles of incorporation shall govern.

ARTICLE ELEVEN

AMENDMENTS

Section 11.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend or repeal these bylaws or adopt new bylaws, but any bylaws adopted by the Board of Directors may be altered, amended or repealed, and new bylaws adopted, by the shareholders. The shareholders may prescribe, by expressing in the action they take in adopting or amending any bylaw or bylaws, that the bylaw or bylaws so adopted or amended shall not be altered, amended or repealed by the Board of Directors.

* * *

EXHIBIT C

Form of Stock Certificate

NUMBER 100 **SHARES** 100

RHG GP MANAGEMENT, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA
1,000 AUTHORIZED SHARES OF COMMON STOCK, \$1.00 PAR VALUE

RESOURCE HOUSING GROUP, INC. is the
registered holder of ONE HUNDRED (100) Shares
OF THE AUTHORIZED COMMON STOCK OF RHG GP MANAGEMENT, INC. WHICH ARE FULLY PAID AND NON-ASSESSABLE AND WHICH ARE
transferable only on the books of the Corporation by the holder hereof in
person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed
by its duly authorized officers and its Corporate Seal to be hereunto affixed
this 6 day of March A.D. 2018

[Signature] President
[Signature] Assistant Secretary

Corporate Seal

EXHIBIT D

Stock Subscription Agreement

RHG GP Management, Inc.
c/o Resource Housing Group, Inc.
1819 Peachtree Road, NE, Suite 520
Atlanta, GA 30309

Subscription Agreement for the Purchase of Shares of Common Stock

The undersigned, Resource Housing Group, Inc., as of March 1, 2018, hereby subscribes for and agrees to purchase one hundred (100) shares of the \$1.00 par value Common Stock (the "Shares") of RHG GP Management, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Georgia, and agrees to pay therefor the purchase price of \$1.00 per share upon demand of the Board of Directors or any officer of the Corporation.

The undersigned acknowledges that the issuance of the Shares will not be registered under the federal Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws in reliance upon exemptions from registration contained in the 1933 Act and such state securities laws, and that the Corporation's reliance upon such exemptions is based in part upon the undersigned's representations, warranties and agreements contained in this Subscription Agreement.

The undersigned acknowledges that, prior to the execution of this Subscription Agreement, it has had the opportunity to ask questions of and receive answers or obtain additional information from a representative of the Corporation concerning the financial and other affairs of the Corporation and the terms and conditions of the offering of the Shares to which this Subscription Agreement relates, and, to the extent it believes necessary in light of its personal knowledge of the Corporation's affairs, it has asked such questions and received satisfactory answers.

The undersigned represents, warrants and agrees as follows:

(1) It has carefully read this Subscription Agreement and, to the extent it believes necessary, it has discussed the representations, warranties and agreements which it makes by signing it and the applicable limitations upon its resale of the Shares with its counsel and counsel for the Corporation.

(2) The undersigned is purchasing the Shares for its own account, with the intention of holding the Shares for investment, with no present intention of dividing or allowing others to participate in this investment or of reselling or otherwise participating, directly or indirectly, in a distribution of the Shares; and it shall not make any sale, transfer or other disposition of the Shares without registration under the 1933 Act or any applicable state securities laws unless an exemption from registration is available under the 1933 Act and such state securities laws.

(3) The undersigned is familiar with the business in which the Corporation will be engaged, and based upon its knowledge and experience in financial and business matters, it is familiar with the investments of the sort which it is undertaking herein; it is fully aware of the problems and risks involved in making an investment of this type; and it is capable of evaluating the merits and risks of this investment.

(4) This investment is in accord with the nature and size of the undersigned's present investments and net worth, and the undersigned is financially able to bear the economic risk of this investment, including the ability to afford holding the Shares for an indefinite period or to afford a complete loss of this investment.

(5) The principal office of the undersigned is at the address shown under the signature on the bottom of this Subscription Agreement.

(6) The undersigned understands that the provisions of Rule 144 under the 1933 Act are not available to permit resales of these Shares, and due to the nature of the business of the Corporation and the conditions of Rule 144, it is unlikely that the conditions necessary to permit routine sales of the Shares under Rule 144 will ever be satisfied, and, if Rule 144 should become available, routine sales made in reliance upon its provisions could be made only in limited amounts and in accordance with the terms and conditions of the Rule. The undersigned further understands that in connection with sales of the Shares for which Rule 144 is not available, compliance with Regulation A under the 1933 Act or some other registration exemption will be required.

(7) The undersigned understands that the Corporation is under no obligation to register the Shares or to comply with the conditions of Rule 144 or take any other action necessary in order to make any exemption for the sale of the Shares without registration available.


(8) The undersigned understands and agrees that stop transfer instructions will be given to the Corporation's transfer agent or the officer in charge of its stock records and noted on the appropriate records of the Corporation to the effect that the Shares may not be transferred out of the undersigned's name unless approval is first obtained from the Corporation. The undersigned further agrees that there will be placed on the certificates for the Shares, or any substitutions therefor, a legend stating in substance as follows, and the undersigned understands and agrees that the Corporation may refuse to permit the transfer of the Shares out of its name and that the Shares must be held indefinitely in the absence of compliance with the terms of such legend:

"The shares evidenced by this certificate have not been registered under the Securities Act of 1933, as amended, and may not be transferred, nor will any assignee or endorsee hereof be recognized as an owner hereof by the issuer for any purpose, unless a registration statement under the Securities Act of 1933, as amended, with respect to such shares shall then be in effect or unless the availability of an exemption from registration with

respect to any proposed transfer or disposition of such shares shall be established to the satisfaction of counsel for the issuer. In addition, these securities have been issued or sold in reliance on Paragraph (13) of Code Section 10-5-9 of the Georgia Securities Act of 1973, as amended, and may not be sold or transferred except in a transaction which is exempt under such Act or pursuant to an effective registration under such Act."

IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement as of the day and year first above written.

Resource Housing Group, Inc.


By: 
Name: Heather Dawn Ashley
Title: Vice President

1819 Peachtree Road, NE
Suite 520
Principal Office: Number and Street

Atlanta, GA 30309
City State Zip Code

58-2131548
Employer Identification Number

ACCEPTED, as of March 1, 2018, on behalf of RHG GP Management, Inc.

By: 
Name: Heather Dawn Ashley
Title: Vice President


I, Chase Northcutt, being the organizer for RHG GP Management, Inc., do hereby appoint the following three (3) members to serve as the initial Board of Directors whose names and addresses are as follows:

Bryant G. Coats
c/o Resource Housing Group, Inc.
1819 Peachtree Road, NE
Suite 450 520
Atlanta, Georgia 30309

John R. West
c/o Resource Housing Group, Inc.
1819 Peachtree Road, NE
Suite 450 520
Atlanta, Georgia 30309

Chase Northcutt
c/o Resource Housing Group, Inc.
1819 Peachtree Road, NE
Suite 450 520
Atlanta, Georgia 30309

Dated March 1, 2018.


Chase Northcutt, Organizer



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

TRANSMITTAL INFORMATION FORM
GEORGIA LIMITED LIABILITY COMPANY

IMPORTANT: Please provide the entity's primary email address when completing this form.

Primary Email Address: cnorthcutt@rhgroup.org

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. LLC Name Reservation Number (If one has been obtained; if articles are being filed without prior reservation, leave this line blank.)				
RHG Investments, LLC				
LLC Name (List exactly as it appears in articles.)				
2. Darby Findley				
Name* of Person Filing Articles of Organization (Certificate will be emailed to this person at address listed below.)				
3475 Lenox Road, NE, Suite 400	Atlanta	GA	30326	
Address	City	State	Zip Code	
dfindley@colemantalley.com		Telephone Number		
Filer's Email Address				
3. 1819 Peachtree Road NE, Suite 520				
Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box.)				
Atlanta	GA	30309		
City	State	Zip Code		
4. Chase Northcutt				
Name* of Registered Agent in Georgia				
1819 Peachtree Road NE, Suite 520				
Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)				
Atlanta	Fulton	GA	30309	
City	County	State	Zip Code	
cnorthcutt@rhgroup.org				
Registered Agent's Email Address				
5. Name* and Address of Each Organizer (Attach additional sheets if necessary.)				
Chase Northcutt	1819 Peachtree Road NE, Suite 520	Atlanta	GA	30309
Organizer	Address	City	State	Zip Code
Organizer	Address	City	State	Zip Code
6. Mail the following items to the Secretary of State at the above address:				
1) This Transmittal Information Form;				
2) The Articles of Organization; and				
3) Filing fee of \$110.00 (\$100 filing fee + \$10 paper filing service charge) payable to Secretary of State. Filing fees are non-refundable.				
I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.				
Signature of Authorized Person			Date	
Chase Northcutt			2/24/20	
Print Name*				

* Enter individual's legal name, i.e. first and last name without use of initials or nicknames. Middle names or initials may be included.

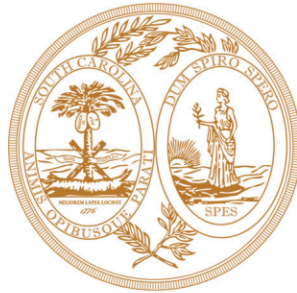
FORM CD 231
Rev 10/2019

FORM CORP

CORPORATION	Development Name: <u>Peaks of Rock Hill</u> City: <u>Rock Hill</u> , S.C.	
Name of Corporation: <u>Resource Housing Group, Inc.</u> Corporation is <input type="checkbox"/> For Profit <input checked="" type="checkbox"/> Non-Profit Address: <u>3350 Riverwood Pkwy, Suite 800</u> City: <u>Atlanta</u> State: <u>GA</u> Zip: <u>30339</u> Tax ID Number: <u>58-2131548</u> or date applied for: _____		
Officers		
President: <u>Chase Northcutt</u> Vice-President: <u>Sam Coats</u> Secretary: <u>Charles W. Northcutt</u> Treasurer: <u>John R. West</u>		
Shareholders		Percentage of Ownership
1. Name: <u>N/A - not for profit with no shareholders</u> Address: <u>3350 Riverwood Pkwy, Suite 800</u> City, State, Zip: <u>Atlanta, GA 30339</u>		<u>100</u> %
2. Name: _____ Address: _____ City, State, Zip: _____		_____ %
3. Name: _____ Address: _____ City, State, Zip: _____		_____ %
4. Name: _____ Address: _____ City, State, Zip: _____		_____ %
5. Name: _____ Address: _____ City, State, Zip: _____		_____ %

NOTE: This form must be completed for **each** Corporation that is involved in the proposed development.

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authority

I, Mark Hammond, Secretary of State of South Carolina Hereby Certify that:

RESOURCE HOUSING GROUP, INC., a nonprofit corporation duly organized under the laws of the State of Georgia, was issued a certificate of authority to transact business in South Carolina on April 15th, 1999, has as of the date hereof filed as a nonprofit corporation for religious, educational, social, fraternal, charitable, or other eleemosynary purpose, do hereby declare the organization to be a body politic and corporate, with all the rights, powers, privileges and immunities, and subject to all the limitations and liabilities, conferred by S.C. Code Ann. §33-31-1501 et seq. and Acts amendatory thereto, and has paid all fees, taxes and penalties owed to the State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action, and that the nonprofit corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 9th day of April, 2025.


Mark Hammond, Secretary of State

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT NAME CHANGE

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

RHA/HOUSING, INC.

a Domestic Nonprofit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on 12/14/2015 changing its name to

Resource Housing Group, Inc.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on 12/14/2015



A handwritten signature in dark ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

ARTICLES OF AMENDMENT

Electronically Filed
Secretary of State
Filing Date: 12/14/2015 10:04:23 AM

Article 1

Business Name : RHA/HOUSING, INC.
Control Number : K421091

Article 2

The entity hereby adopts an amendment to change its name to the following new business name:

New Business Name : Resource Housing Group, Inc.
Effective Date : 12/14/2015

Article 3

The date of the adoption of the amendment was: 12/03/2015

Article 4

The amendment was adopted by the board of directors :
Without member approval as member approval was not required.

Article 5

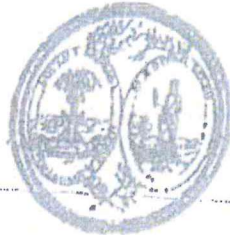
The undersigned does hereby certify that a request for publication of a notice of the filing of articles of amendment to change the corporation's name along with the publication fee of \$40.00 has been forwarded to the legal organ of the county of the registered office as required by O.C.G.A. 14-2-1006.1.

Authorizer Information

Authorizer Signature : Chase Northcutt

Authorizer Title : Officer

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authorization

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

RHA/HOUSING, INC.,
a corporation duly organized under the laws of the state of GEORGIA and issued
a certificate of authority to transact business in South Carolina on April 15th,
1999, has on the date hereof filed all reports due this office, paid all fees, taxes
and penalties owed to the Secretary of State, that the Secretary of State has not
mailed notice to the Corporation that its authority to transact business in South
Carolina is subject to being revoked pursuant to Section 33-15-310 of the 1976
South Carolina Code, and no application for surrender of authority to do business
in South Carolina has been filed in this office as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
27th day of February, 2014.

Mark Hammond
Mark Hammond, Secretary of State

Notice: This certificate does not certify any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Department or whether the Corporation has filed the annual reports with the Tax Department. It is required to avoid liability the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance will be obtained from the Tax Department.

Mar 06 2017

REFERENCE ID: 1703061340498

Mark Hammond
Secretary of State of South Carolina

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

APPLICATION BY A FOREIGN NONPROFIT CORPORATION
FOR AN AMENDED CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS
IN THE STATE OF SOUTH CAROLINA

PLEASE TYPE OR USE BLACK INK

Pursuant to § 33-31-1504 of the 1976 South Carolina Code of Laws, as amended, the undersigned nonprofit corporation hereby applies for an amended certificate of authority to transact business in the State of South Carolina, and for that purpose, hereby submits the following amendment:

1. The name of the foreign nonprofit is: RHA/Housing, Inc.
2. The nonprofit corporation received authority to transact business in South Carolina on:
04/15/1999
3. This application is filed for the following reason (complete all that apply):
 - a. The nonprofit has changed its name as follows: Resource Housing Group, Inc.
 - b. The nonprofit has changed its duration to: _____
 - c. The nonprofit has changed the state or country of its incorporation to: _____
4. The corporation is incorporated under the laws of:
Georgia, Fulton
State & County
5. The corporation was incorporated: 08/19/1994
Month Day Year
and its duration is (complete "a" or "b," whichever is applicable):
 - a. ☒ Perpetual
 - b. ☐ _____
6. The registered office of the foreign corporation in South Carolina is:
2 Office Park Court, Suite 103
Street Address
Columbia, Richland, SC 29223
City County State Zip Code
The name of the registered agent of the nonprofit corporation at that office is:
CT Corporation System

160128-0221
RESOURCE HOUSING GROUP, INC.
Filing Fee \$10.00 ORIG
FILED: 01/27/2016
Mark Hammond
South Carolina Secretary of State

Mar 06 2017

REFERENCE ID: 1703061340498

RHA/Housing, Inc.
Name of Corporation

Mark H. ...
Secretary of State

The principal office of the foreign nonprofit corporation is:

1819 Peachtree Road, NE, Suite 450

Street Address

Atlanta, Fulton, GA 30309

City

County

State

Zip Code

8. Check whichever is applicable:

- a. ☒ The corporation has members, those who will vote for the board of directors (see § 33-31-140(23) of the 1976 South Carolina Code of Laws, as amended).
- b. ☐ The corporation does not have members.

9. If the corporation had been incorporated in South Carolina it would have been, (check (a), (b), or (c), whichever is applicable, see § 33-31-1706 of the South Carolina Code of Laws, as amended)

- a. ☒ Public benefit corporation.
- b. ☐ Religious corporation.
- c. ☐ Mutual benefit corporation.

10. The name and usual business address (with zip code) of the corporation's directors (or those persons who exercise the authority of directors if the corporation has no directors but has trustees or other similar positions), and the name and usual business addresses (with zip code) of the principal officers (or those who exercise such authority of officers if the corporation does not designate officers):

a. Directors

See Attached Exhibit "A"

Name Business Address

Name Business Address

Name Business Address

b. Principal Officers

See Attached Exhibit "B"

Position Name Business Address

Position Name Business Address

Position Name Business Address

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

Mar 06 2017

REFERENCE ID: 1703061340498

Mark Hammond
B 01/18/2016

RHA/Housing, Inc.

Name of Corporation

RHA/Housing, Inc.

Name of Corporation

Chase Northcutt
Signature of Officer

Chase Northcutt, President

Type or Print Name and Office

(404) 390-4898

Telephone Number

FILING INSTRUCTIONS

1. Two copies of this application, the original and either a duplicate original or a conformed copy, must be filed.
2. If space on this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form, or prepare this form by computer disk, which will allow additional space to be included on the form.
3. This form must be accompanied by an original certificate of existence, or a document of similar import, duly authenticated by the Secretary of State or other official having custody of the corporate records in the State or country under whose law it is incorporated within thirty days of the date that it is received by the Secretary of State of South Carolina for filing.
4. If the applicant corporation is adopting a fictitious name for use in South Carolina pursuant to section 33-31-1506(a) of the 1976 South Carolina Code of Laws, as amended, then a copy of the board of directors' (or equivalent governing body) resolution approving the fictitious name certified by the secretary (or equivalent officer/position) must be attached to this application.
5. This application must be accompanied by the filing fee of \$10.00 payable to the Secretary of State, 1205 Pendleton Street, Suite 525 Columbia, S.C. 29201

Mar 06 2017
REFERENCE ID: 1703061340490

Mark H. ...
MORTGAGE STATE 200-1000000000

EXHIBIT "A"

RESOURCE HOUSING GROUP, INC.
BOARD OF DIRECTORS

Bryant G. Coats
Resource Healthcare of America, Inc.
1819 Peachtree Road, N.E., Suite 450
Atlanta, GA 30309

John Timberman Carsow
938 Little River Campground Road
Pisgah Forest, NC 28768

William Howard Oakes
Fidelity Commercial Mortgage, LLC
32 Rhodes Drive
Marietta, GA 30068

Alison M. Drummond
Strategic Alternatives/Solutions, LLC
3452 Greystone Court
Marietta, GA 30068

William P. Walker
Synergistic Consulting Group
224 Quail Lane, Lake Martin
Dadeville, AL 36853-9328

Charles W. Northcutt, III
100 Camellia Drive
Dothan, AL 36303

James D. Loftin
110 Anna Lee Drive
Dothan, AL 36303

John R. West
Resource Healthcare of America, Inc.
1819 Peachtree Road, N.E., Suite 450
Atlanta, GA 30309

Mar 05 2017

REFERENCE ID: 1703061340498


Paul H. Hannon
Secretary of State of Georgia

EXHIBIT "B"

RESOURCE HEALTHCARE OF AMERICA, INC.
OFFICERS

Bryant G. Coats, CEO
Resource Healthcare of America, Inc.
1819 Peachtree Road, N.E., Suite 450
Atlanta, GA

Chase Northcutt, President
Resource Healthcare of America, Inc.
1819 Peachtree Road, N.E., Suite 450
Atlanta, GA

John R. West, CFO/Treasurer/Exec. VP/Asst. Sec.
Resource Healthcare of America, Inc.
1819 Peachtree Road, N.E., Suite 450
Atlanta, GA 30309

Charles W. Northcutt, III, Secretary
100 Camellia Drive
Dothan, AL 36303

Heather-Dawn Ashley, Vice President
Resource Healthcare of America, Inc.
1819 Peachtree Road, N.E., Suite 450
Atlanta, GA 30309

Bonnie Chafin, Assistant Secretary
Resource Healthcare of America, Inc.
1819 Peachtree Road, N.E., Suite 450
Atlanta, GA 30309

ARTICLES OF AMENDMENT

Electronically Filed
Secretary of State
Filing Date: 12/14/2015 10:04:23 AM

Business Name : RHA/HOUSING, INC.
Control Number : K421091

The entity hereby adopts an amendment to change its name to the following new business name:

New Business Name : Resource Housing Group, Inc.
Effective Date : 12/14/2015

The date of the adoption of the amendment was: 12/03/2015

The amendment was adopted by the board of directors :
Without member approval as member approval was not required.

The undersigned does hereby certify that a request for publication of a notice of the filing of articles of amendment to change the corporation's name along with the publication fee of \$40.00 has been forwarded to the legal organ of the county of the registered office as required by O.C.G.A. 14-2-1006.1.

Authorizer Signature : Chase Northcutt

Authorizer Title : Officer

Mar 06 2017
REFERENCE ID: 1703061340498

Mark Hammond
Secretary of State of South Carolina

C T CORP-TEAM 3

409 000 112

STATE OF SOUTH CAROLINA
SECRETARY OF STATE
JIM MILES
APPLICATION BY A FOREIGN NONPROFIT CORPORATION
FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS
IN THE STATE OF SOUTH CAROLINA

Jim Miles SECRETARY OF STATE											
FILED											
APR 15 1999											
AM PM											
7	8	9	10	11	12	1	2	3	4	5	6

Pursuant to § 33-31-1503 of the 1976 South Carolina Code, as amended, the undersigned nonprofit corporation hereby applies for authority to transact business in the State of South Carolina, and for that purpose, hereby submits the following statement:

1. The name of the foreign nonprofit corporation (or the fictitious name if its official name is unavailable) is RHA/HOUSING, INC.
2. The corporation is incorporated under the laws of GEORGIA
(State & County)
3. The corporation was incorporated AUGUST 8, 1994
(Month, Day, & Year)
and its duration is (complete "a" or "b," whichever is applicable):
 - a. ☒ Perpetual.
 - b. ☐
4. The principal office of the foreign nonprofit corporation is 3060 PEACHTREE ROAD, N.W., ONE BUCKHEAD PLAZA, STE. 1150
(Street & Number)
ATLANTA, FULTON GEORGIA 30305
(City) (County) (State) (Zip Code)
5. The registered office of the foreign corporation in South Carolina is
c/o C T CORPORATION SYSTEM, 75 Beattie Place, Two Insignia Financial Plaza
(Street & Number)
Greenville, Greenville, South Carolina 29601
(City) (County) (State) (Zip Code)
The name of the registered agent of the nonprofit corporation at that office is
C T CORPORATION SYSTEM
6. Check whichever is applicable:
 - a. ☒ The corporation has members, those who will vote for the board of directors (see, § 33-31-140(23)).
 - b. ☐ The corporation does not have members.
7. If the corporation had been incorporated in South Carolina it would have been, check (a), (b), or (c), whichever is applicable (see, § 33-31-1706):
 - a. ☒ Public benefit corporation.
 - b. ☐ Religious corporation.
 - c. ☐ Mutual benefit corporation.
8. The name and usual business address (with zip code) of the corporation's directors (or those persons who exercise the authority of directors if the corporation has no directors but has trustees or other similar positions), and the name and usual business

Mar 06 2017

REFERENCE ID: 1703061340498

Mark Hammond
-- SECRETARY OF STATE OF SOUTH CAROLINA --

addresses (with zip code) of the principal officers (or those who exercise such authority of officers if the corporation does not designate positions of officers):

a. Directors

SEE ATTACHED.

Name Business Address

Name Business Address

Name Business Address

b. Principal Officers

SEE ATTACHED.

Position Name Business Address

Position Name Business Address

Position Name Business Address

2. Dated this _____ day of _____ 19____.

EHA/HOUSING, INC.
(Name of Corporation)

Bryant G. Coats
(Signature of Officer)

BRYANT G. COATS, PRESIDENT
(Type or Print Name & Office)

FILING INSTRUCTIONS

1. Two copies of this application, the original and either a duplicate original or a conformed copy, must be filed.
2. If space on this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form, or prepare this form by computer disk which will allow additional space to be included on the form.
3. This form must be accompanied by a certificate of existence, or a document of similar import, duly authenticated by the Secretary of State or other official having custody of the corporate records in the State or country under whose law it is incorporated within sixty days of the date that it is received by the Secretary of State of South Carolina for filing.
4. If the applicant corporation is adopting a fictitious name for use in South Carolina pursuant to section 33-31-1506(a), then a copy of the board of directors' (or equivalent governing body) resolution approving the fictitious name certified by the secretary (or equivalent officer/position) must be attached to this application.
5. This application must be accompanied by the filing fee of \$10.00 payable to the Secretary of State.

Form Approved by South Carolina
Secretary of State Jim Mills
June 1994

TOTAL P.83

Mar 06 2017

REFERENCE ID: 1703061340498

Mark Hammett
— Mark Hammett, Director —

ATTACHMENT

Mr. Chet H. Bradeen,
Vice President/Director
c/o Sun Healthcare Group, Australia
Level 2, 270 Pacific Highway
Crowns Nest, NSW 2065
9-011-61-2-8425-6500
9-011-61-2-8425-6565 (FAX)

Robert B. Coats, Jr., Chairman/Director
Resource Healthcare of America, Inc.
311 Dawnbrook Drive
Flat Rock, NC 28731
(704) 698-0120,
(704) 698-0140 (FAX)

Mr. Howard Oakes, Director
c/o Weinburg & Associates
1932 N. Druid Hill Roads, N.E.
Suite 200
Atlanta, GA 30319
(404) 634-4700
(404) 634-0319 (FAX)

William P. Walker,
Vice President/Director
c/o Synergistic Consulting Group
224 Quail Lane
Lake Martin
Dadeville, AL 36853-9328
(256) 825-8276
(256) 825-9090 (FAX)

Bryant G. Coats, President and Director
Resource Healthcare of America, Inc.
One Buckhead Plaza, Suite 1150
3060 Peachtree Road, NW
Atlanta, GA 30305
(404) 364-2905
(404) 364-2901 (FAX)

Charles W. Northcutt, III
Secretary and Director
c/o Houston Paper Company
600 Monument Street
Dothan, AL 36303
(334) 794-7561
(334) 671-3738 (FAX)

James D. Loftin, Jr., Director
410 Twitchell Road
Dothan, AL 36303
(334) 712-2495
(334) 712-2499 (FAX)

John R. West
Vice President, Treasurer, Chief Financial
Officer and Assistant Secretary
Resource Healthcare of America, Inc.
One Buckhead Plaza, Suite 1150
3060 Peachtree Road, N.W
Atlanta, GA 30305
(404) 364-2900
(404) 364-2901 (FAX)

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

Mar 06 2017

REFERENCE ID: 1703061340498

Mark H. Simmons
— SECRETARY OF HEALTH SERVICES —

Mr. Gordon J. Simmons
Executive Vice President, Chief Operating
Officer and Director
c/o rha health services, inc.
302 Ridgefield Court
Asheville, NC 28806
(704) 665-9500
(704) 665-1921 (FAX)

Chase Northcutt, Assistant Secretary
Resource Healthcare of America, Inc.
One Buckhead Plaza, Suite 1150
3060 Peachtree Road, NW
Atlanta, GA 30305
(404) 364-2900
(404) 364-2901 (FAX)

Diane Fisher, Assistant Secretary
Resource Healthcare of America, Inc.
One Buckhead Plaza, Suite 1150
3060 Peachtree Road, NW
Atlanta, GA 30305
(404) 364-2900
(404) 364-2901 (FAX)

DEEMED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AN UNCOMPLETED ORIGINAL
ORIGINAL ON FILE IN THE OFFICE

FEB 27 2014

STATE OF SOUTH CAROLINA

REGISTRAR OF DEEDS
JIM MILLER

APPLICATION BY A FOREIGN NONPROFIT CORPORATION
FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS
IN THE STATE OF SOUTH CAROLINA

SECRETARY OF STATE

FILED

APR 15 1999

7 8 9 10 11 12 1 2 3 4 5 6

Mark H. [Signature]
SECRETARY OF STATE OF SOUTH CAROLINA

Pursuant to § 33-31-1703 of the 1976 South Carolina Code, as amended, the undersigned nonprofit corporation hereby applies for authority to transact business in the State of South Carolina, and for that purpose, hereby submits the following statement:

- The name of the foreign nonprofit corporation (or the fictitious name if its official name is unavailable) is RIA INDUSTRIES, INC.
 - The corporation is incorporated under the laws of GEORGIA (State & Country)
 - The corporation was incorporated APRIL 11, 1994 (Date, Day, & Year) and its duration is (complete "a" or "b," whichever is applicable):
 a. ☒ () Perpetual.
 b. ☐ []
 - The principal office of the foreign nonprofit corporation is 2060 FRANKLIN ROAD, S.W., ONE MICHLEAD PLAZA, STE. 1150 (City, State, & Zip Code)
ATLANTA, GEORGIA 30305 (City, State, & Zip Code)
 - The registered office of the foreign corporation in South Carolina is CT CORPORATION SYSTEM, 78 South Main, Two Levels Phenomenal Plaza (City, State, & Zip Code)
Greenville, South Carolina 29601 (City, State, & Zip Code)
- The name of the registered agent of the nonprofit corporation at that office is CT CORPORATION SYSTEM
- Check whichever is applicable:
 a. ☒ () The corporation has members, those who will vote for the board of directors (see, § 33-31-140(2)).
 b. ☐ () The corporation does not have members.
 - If the corporation had been incorporated in South Carolina it would have been, check (a), (b), or (c), whichever is applicable (see, § 33-31-1703):
 a. ☒ () Public benefit corporation.
 b. ☐ () Religious corporation.
 c. ☐ () Mutual benefit corporation.
 - The name and usual business address (with zip code) of the corporation's directors (or those persons who exercise the authority of directors if the corporation has no directors but has trustees or other similar positions), and the name and usual business

addresses (with zip code) of the principal officers (or those who exercise such authority of officers if the corporation does not designate positions of officers):

a. Directors

SEE ATTACHED

Name Business Address

Name Business Address

Name Business Address

b. Principal Officers

SEE ATTACHED

Position Name Business Address

Position Name Business Address

Position Name Business Address

9. Dated this _____ day of _____ 19____

SEALED
(Name of Corporation)
By _____
President of Corporation
BRYANT D. MOATE, PRESIDENT
(Type or Print Name & Office)

FILING INSTRUCTIONS

1. Two copies of this application, the original and either a duplicate original or a confirmed copy, must be filed.
2. If space on this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form, or prepare this form by computer disk which will allow additional space to be included on the form.
3. This form must be accompanied by a certificate of existence, or a document of similar import, duly authenticated by the Secretary of State or other official having custody of the corporate records in the State or country under whose law it is incorporated within sixty days of the date that it is received by the Secretary of State of South Carolina for filing.
4. If the applicant corporation is adopting a fictitious name for use in South Carolina pursuant to sections 33-31-1506(a), then a copy of the board of directors' (or equivalent governing body) resolution approving the fictitious name certified by the secretary (or equivalent officer/position) must be attached to this application.
5. This application must be accompanied by the filing fee of \$10.00 payable to the Secretary of State.

Form Approved by South Carolina
Secretary of State Jim Miller
June 1994

ATTACHMENT

Mr. Choi H. Bradeen,
Vice President/Director
c/o Sun Healthcare Group, Australia
Level 2, 270 Pacific Highway
Crown Nest, NSW 2065
9-011-61-2-8425-6500
9-011-61-2-8425-6565 (FAX)

Robert B. Coats, Jr., Chairman/Director
Resource Healthcare of America, Inc.
311 Dawnbrook Drive
Flat Rock, NC 28731
(704) 698-0120
(704) 698-0140 (FAX)

Mr. Howard Oakes, Director
c/o Weinburg & Associates
1932 N. Druid Hill Road, N.E.
Suite 200
Atlanta, GA 30319
(404) 634-4700
(404) 634-0319 (FAX)

William P. Welker,
Vice President/Director
c/o Synergistic Consulting Group
224 Quail Lane
Lake Martin
Dadeville, AL 36853-9328
(256) 825-8276
(256) 825-9090 (FAX)

Bryant G. Coats, President and Director
Resource Healthcare of America, Inc.
One Buckhead Plaza, Suite 1150
3060 Peachtree Road, NW
Atlanta, GA 30305
(404) 364-2905
(404) 364-2901 (FAX)

Charles W. Northcutt, III
Secretary and Director
c/o Houston Paper Company
600 Monument Street
Dothan, AL 36303
(334) 794-7561
(334) 671-3738 (FAX)

James D. Loflin, Jr., Director
410 Twitchell Road
Dothan, AL 36303
(334) 712-2495
(334) 712-2499 (FAX)

John R. West
Vice President, Treasurer, Chief Financial
Officer and Assistant Secretary
Resource Healthcare of America, Inc.
One Buckhead Plaza, Suite 1150
3060 Peachtree Road, N.W.
Atlanta, GA 30305
(404) 364-2900
(404) 364-2901 (FAX)

Mr. Gordon J. Simmons
Executive Vice President, Chief Operating
Officer and Director
c/o rha health services, Inc.
302 Ridgewood Court
Asheville, NC 28806
(704) 665-9300
(704) 665-1921 (FAX)

Chase Northcott, Assistant Secretary
Resource Healthcare of America, Inc.
One Buckhead Plaza, Suite 1150
3060 Peachtree Road, NW
Atlanta, GA 30305
(404) 364-2900
(404) 364-2901 (FAX)

Diana Fisher, Assistant Secretary
Resource Healthcare of America, Inc.
One Buckhead Plaza, Suite 1150
3060 Peachtree Road, NW
Atlanta, GA 30305
(404) 364-2900
(404) 364-2901 (FAX)

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

Resource Housing Group, Inc.

a Domestic Nonprofit Corporation

was formed in the jurisdiction stated below or was authorized to transact business in Georgia on the below date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Docket Number	: 12541897
Date Inc/Auth/Filed	: 08/19/1994
Jurisdiction	: Georgia
Print Date	: 03/27/2016
Form Number	: 211



B. P. Kemp
Brian P. Kemp
Secretary of State

Control Number : K421091

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT NAME CHANGE

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

RHA/HOUSING, INC.

a Domestic Nonprofit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on 12/14/2015 changing its name to

Resource Housing Group, Inc.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on 12/14/2015



B. P. Kemp

Brian P. Kemp
Secretary of State

Mar 05 2017
REFERENCE ID: 17030

Mark Hammond
SECRETARY OF STATE

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90990670
CONTROL NUMBER : K421091
DATE INC/AUTH/FILED: 08/19/1994
JURISDICTION : GEORGIA
PRINT DATE : 04/09/1999
FORM NUMBER : 211

CT CORPORATION SYSTEM
JOHN HARRIS
1201 PEACHTREE ST, NE
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

RHA/HOUSING, INC.
A DOMESTIC NONPROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State

Control No. K421091

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

RHA/HOUSING, INC.

Domestic Non-Profit Corporation

was formed or was authorized to transact business on 08/19/1994 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 18th day of May, 2011

B. P. Kemp

Brian P. Kemp
Secretary of State

Certification Number: 7491186-1 Reference:
Verify this certificate online at <http://corp.sos.state.ga.us/corp/sockb/verify.asp>

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1330

CONTROL NUMBER : K421091
DATE INC/AUTH/FILED : August 19, 1994
JURISDICTION : Georgia
PRINT DATE : 01/22/2014

Bonnie Chaffin
3060 Peachtree Road, NW
Atlanta, GA 30305

CERTIFIED COPY

I, Brian P. Kemp, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents maintained by the Corporations Division of the Office of the Secretary of State of Georgia under the name of

RHA/HOUSING, INC.
A Domestic Non-Profit Corporation

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the 19th day of August, 1994 its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia. This Certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on 01/22/2014



B. P. Kemp

Brian P. Kemp
Secretary of State

Tracking #: Jhrw84je

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCUMENT NUMBER : 002436891
CONTROL NUMBER : 2421092
EFFECTIVE DATE : 06/30/2000
EXPIRATION : 0077
PRINT DATE : 09/06/2000
FORM NUMBER : 111

RIA BOOKING INC.
ROBERT M. CHAFFIN
RTX 900, 3060 PEACHTREE ROAD
ATLANTA, GA 30305

CERTIFICATE OF AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

RIA/BOOKING, INC.
A DOMESTIC NONPROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State

ARTICLES OF AMENDMENT
OF
RHA/HOUSING, INC.

Pursuant to the provisions of O.C.G.A. 14-2-1002, the undersigned corporation hereby adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation.

I.

The name of the corporation is RHA/HOUSING, INC.

II.

ARTICLE THREE of the Articles of Incorporation is hereby amended by redesignating clause (c) thereof as clause (e), and by inserting the following new clauses (c) and (d) between existing clause (b) thereof and such redesignated clause (e):

"(c) to operate low income housing facilities;

(d) generally, to foster low-income housing; and"

III.


These Amended Articles of Incorporation were adopted on the 30th day of June 2005.

IV.

These amendments were adopted by a sufficient vote of the board of directors without member approval in that the Corporation has no members. No approval by any other party is required.

This the 10th day of August, 2005.

RHA/HOUSING, INC.


Chase Norbert, Vice President

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 042550343
CONTROL NUMBER : R481091
REFERENCE DATE : 10/12/2004
REFERENCE : 0948
PRINT DATE : 10/22/2004
FORM NUMBER : 111

RONALD E. CHAPIN
RRA HOUTER AND WONG-KOON CHAN
3060 PRITCHETT RD., NW, SUITE 900
ATLANTA, GA 30305

CERTIFICATE OF AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

ARA/HOUSING, INC.
A DOMESTIC NONPROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

Witness my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Cathy Cox
Secretary of State

K421091
42960343

ARTICLES OF AMENDMENT
OF
RHA/HOUSING, INC.

Pursuant to the provisions of O.C.G.A. 14-2-1022, the undersigned corporation hereby adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

I.

The name of the corporation is RHA/HOUSING, INC.

II.

ARTICLE SIX of the Articles of Incorporation is hereby deleted in its entirety, and the following ARTICLE SIX is hereby substituted in its place:

ARTICLE VI

"The Board of Directors of the Corporation serving on the effective date of this amendment consists of the individuals named below:

Bryant G. Costa
Robert B. Costa
Chet Braden
Charles W. Northcutt, III
Howard Oakes
James D. Loflin, Jr.
William P. Walker
Gordon J. Simmons

The number of directors may be changed from time to time by the Board of Directors but shall not be less than two. Each member of the Board of Directors shall serve as a director until his or her successor has been elected and has qualified in accordance with the terms of these Articles of Incorporation and the Bylaws of the Corporation."

III.

These Amended Articles of Incorporation were adopted as the 1st day of October 2004.

IV.

These amendments were adopted by a sufficient vote of the board of directors without member approval in that the Corporation has no members. No approval by any other party is required.

This the 11th day of October 2004.

REHA/HOUSING, INC.



Chase Northcutt, Vice President

SECRETARY OF STATE
JAN 01 12 A 4 38
COMMERCIAL DIV.

Division of Services and Regulation
P.O. Box 1550
Atlanta, Georgia 30324-1550

CONTROL NUMBER: 9421091
EFFECTIVE DATE: 08/19/1994
COUNTY: FULTON
REFERENCE: 0045
PRINT DATE: 08/26/1994
FORM NUMBER: 311

MICHELLE M. HENKEL
ALSTON & BIRD
1305 WEST PEACHTREE ST.
ATLANTA, GA 30309-5424

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that:

RHA/HOUSING, INC.

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland
MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey
VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
666-3034

CERTIFICATES
666-3078

CORPORATIONS
666-3017

CORPORATIONS NOT
666-3022

ARTICLES OF INCORPORATION
OF
RHA/HOUSING, INC.

ARTICLE ONE

Name

The name of the corporation shall be RHA/HOUSING, INC.

ARTICLE TWO

Perpetual Duration

The corporation shall have perpetual duration.

ARTICLE THREE

Nonprofit Corporation and Charitable Purposes

The corporation shall be a nonprofit corporation organized pursuant to the Georgia Nonprofit Corporation Code. It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:

- (a) To develop low income housing by acquisition and renovation of existing low income housing or by construction of new low income housing;
- (b) To enter into partnerships or joint ventures in order to acquire and renovate or to construct low income housing;
- (c) 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, as determined by the Board of Directors, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by

corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

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 Three and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

Publicly Supported Tax-Exempt Nonprofit Corporation

The corporation shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person; but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article Three hereof.

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(e)(2) of the Internal Revenue Code.

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 section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code. All intent and provisions of these Articles of Incorporation and Bylaws of the corporation, and all similarly and operations of the corporation, shall be construed, applied, and carried out in accordance with such intent.

ARTICLE FIVE

Board of Directors

The Board of Directors shall have general charge of the administration and property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation which is exempt from Federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code.

ARTICLE SIX

Composition of Directors

The Board of Directors of the corporation shall consist of seven (7) members, who to parties and successors shall be set forth below. Each member of the Board of Directors shall serve as a director until his or her successor has been elected and has qualified in accordance with the terms of these Articles of Incorporation and the Bylaws of the corporation.

Name

Chief Executive

Address

2011 New Hope Drive
Columbia, MO 65221

Supplemental

Sydney G. Coats

One Bushwood Plaza, Suite 1150
3060 Peachtree Road, N.W.
Atlanta, Georgia 30305

Robert B. Coats

4358 Midwood Drive
Suite 115
Mobile, Alabama 36609

James D. Loflin, Jr.

1203 Duke Street
Alexandria, Virginia 22314

Charles Northcutt

305 North East Street
Dothan, Alabama 36302

Howard Oakes

1640 Powers Ferry Road
Building 4, Suite 200
Atlanta, Georgia 30067

William P. Walker

445 Cross Creek Road
Auburn, Alabama 36830

ARTICLE SEVEN

Dissolution of Corporation

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets to RHA/Home Office, Inc., provided that it is an organization described in section 501(c)(3) of the Internal Revenue Code at the time of disposition. 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 charitable purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE EIGHT

Registered Office, Registered Agent, and Principal Office

The initial registered office of the corporation shall be at 1201 West Peachtree Street, Atlanta, Fulton County, Georgia. The initial registered agent of the corporation at such address shall be Peter M. Wright. The mailing address of the principal office of the corporation shall be One Peachtree Plaza, Suite 1620, 3060 Peachtree Road, N.W., Atlanta, Georgia, 30303.

ARTICLE NINE

Limitation of Director Liability

(a) A director of the corporation shall not be personally liable to the corporation for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in O.C.G.A. §§ 14-3-200 through 14-3-264, or (iv) for any transaction from which the director received an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Georgia Nonprofit Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE TEN

Purposes

The purposes of these Articles of Incorporation, "charitable purposes" include charitable, educational, religious, literary, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

ARTICLE ELEVEN

Incorporator

The name and address of the Incorporator is as follows:

Michelle M. Henkel
Alton & Bird
One Atlantic Center
1201 W. Peachtree Street
Atlanta, Georgia 30309-3424

ARTICLE TWELVE

Members

The corporation shall not have members.

ARTICLE THIRTEEN

Amendments

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office.

APPROVED:

IN WITNESS WHEREOF, the Incorporator has signed these Articles of
Incorporation this 1st day of August, 1994

Michelle Magarik
Incorporator

ALSTON & BIRD
One Atlantic Center
1201 W. Peachtree St.
Atlanta, GA 30309-3424

SEP 15 9 25 AM '94
BGR (1)

DEPARTMENT OF REVENUE
TAX SERVICE AND REGULATION
TAX DIVISION
1000 Peachtree Street, N.E.
Atlanta, Georgia 30309-1500

RESERVATION OR NUMBER: 96230212
EXPIRATION DATE: 08/09/1991
EXPIRATION DATE: 11/07/1991
LICENSE NUMBER: N/A
CONSENT ON FILE: N/A
PRINT DATE: 08/15/1991
FORM NUMBER: 506

NOTICE: THIS
OFFICE IS
1000 PEACHTREE STREET
ATLANTA, GA 30309-1500

NAME RESERVATION CERTIFICATE

I, **CLARENCE**, Secretary of State of the State of Georgia, do hereby certify
under the seal of my office that the names of the Secretary of State have been
reserved and the name

THOMAS/ROUSSEL/AND

is not identical to, and appears to be dissimilar to, the name of any other
name already on file pursuant to Title 14 of the Official Code of Georgia...

This certificate shall be valid for a non-renewable period of ninety days from the
date of this certificate. Please submit this original certificate with any
subsequent reservation filing.

Name reservations are **not** renewable after expiration of the statutory reservation
period stated above.



CLARENCE

SECRETARY OF STATE

Clarence

VERIFIED BY

DEPUTY SECRETARY OF STATE

[Signature]

RECEIVED

CONFIRMED

EXPIRATION

EXPIRATION

EXPIRATION



Seal of the State of Georgia

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

J. R. GULLION
Director

DO NOT WRITE IN THESE SPACES - FOR USE ONLY



NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINING OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. Name of Corporation: THE ROSSING, INC.
2. Registered Office (State Capital, or nearest to Capital, or nearest to principal office):
Michelle M. Benkel
Alston & Bird, 1201 West Peachtree Street
Atlanta, Georgia 30309-3424
3. Telephone Number: 404-581-7000

NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)

- 1. TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$40.00 TO THIS FORM)
- 2. ARTICLES OF INCORPORATION
- 3. CERTIFICATE OF ARTICLES OF INCORPORATION

NOTE: The information on this form will be entered in the Secretary of State's public information database. If a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.

Michelle M. Benkel
Authorized Representative, Michelle M. Benkel
Date: 5/18/94

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : K421091
DATE INC/AUTH/FILED : 8/19/1994 12:00:00 AM
JURISDICTION : Georgia
PRINT DATE : 3/1/2013 3:29:03 PM

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

RHA/HOUSING, Inc.
A Domestic Non-Profit Corporation

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



B. P. Kemp

Brian P. Kemp
Secretary of State

Tracking #: INGV77UF



RHA/HOUSING, INC.

Note: This online database was last updated on 2/28/2013 6:02:00 PM.
See our Disclaimer.

DOMESTIC / FOREIGN:	Foreign
STATUS:	Good Standing
STATE OF INCORPORATION / ORGANIZATION:	GEORGIA Non Profit
REGISTERED AGENT INFORMATION	
REGISTERED AGENT NAME:	C T CORPORATION SYSTEM
ADDRESS:	75 BEATTIE PLACE
CITY:	GREENVILLE
STATE:	SC
ZIP:	29601
SECOND ADDRESS:	TWO INSIGNIA FINANCIAL PLAZA
FILE DATE:	04/16/1999
EFFECTIVE DATE:	04/16/1999
DISSOLVED DATE:	#

Corporation History Records

CODE	FILE DATE	COMMENT	Document Image
Electronary Incorporation	04/16/1999	NONPROFIT INCORPORATION	

Disclaimer: The South Carolina Secretary of State's Business Filings database is provided as a convenience to our customers to research information on business entities filed with our office. Updates are uploaded every 48 hours. Users are advised that the Secretary of State, the State of South Carolina or any agency, officer or employee of the State of South Carolina does not guarantee the accuracy, reliability or timeliness of such information, as it is the responsibility of the business entity to inform the Secretary of State of any updated information. While every effort is made to insure the reliability of this information, portions may be incorrect or not current. Any person or entity who relies on information obtained from this database does so at his own risk.

Physical Address: Edgar Brown Building - 1205 Pendleton Street Suite 626 Columbia, SC 29201

AMENDED AND RESTATED
BYLAWS
OF
RESOURCE HOUSING GROUP, INC.

Incorporated under the laws of the State of Georgia

ARTICLE ONE

Name, Location, and Offices

1.1 Name. The name of this corporation shall be "RESOURCE HOUSING GROUP, INC."

1.2 Registered Office And Agent. The corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

1.3 Other Offices. The principal office of the corporation shall be located in the metropolitan Atlanta, Georgia, area. The corporation may have other offices at such place or places, within or outside the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

2.1 Nonprofit Corporation. The corporation shall be organized and operated as a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

2.2 Charitable Purposes. The corporation is a voluntary association of individuals, the purpose of which, as set forth in the articles of incorporation, is exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:

- (a) To develop low income housing by acquisition or renovation of existing low income housing or by construction of new low income housing;

- (b) To enter into partnerships or joint ventures in order to acquire or to construct or renovate low income housing;
- (c) 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, as determined by the Board of Directors to carry out any of the purposes of the corporation, as set forth in the Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

2.3 Governing Instruments. The corporation shall be governed by its articles of incorporation and its bylaws.

ARTICLE THREE

Membership

3.1 Membership. There shall be no members of the corporation.

ARTICLE FOUR

Board of Directors

4.1 Authority And Responsibility.

(a) The governing authority of the corporation shall be vested in its Board of Directors. The Board of Directors may fix the number of directors by resolution adopted from time to time by a majority of all directors then in office. The Board of Directors shall have supervision, control and direction of the management, affairs, and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

(b) The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, director, officer, trustee, or other private person or individual.

(c) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the corporation.

(d) The Board of Directors is authorized to employ such person or persons, including an executive director or officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.2 Composition Of Directors. The initial directors of the corporation shall be the seven (7) persons whose names and addresses appear in the articles of incorporation of the corporation filed with the Secretary of State of Georgia on August 19, 1994.

4.3 Manner Of Appointment And Election And Terms Of Office. Commencing with the meeting of the Board of Directors held in December 2015, the directors shall be elected by a majority vote of the directors then in office for terms of three years each. Each director so elected shall take office as of the close of the meeting of the Board of Directors at which such director was elected and continue in office until such director's successor has been elected and qualified or until such director's earlier death, resignation, retirement, disqualification, or removal. There shall be no limitation on the number of successive terms of office for which a director may serve.

4.4 Removal. Any director may be removed either for or without cause at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all directors entitled to vote at an election of directors if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed director's successor may be elected at the same meeting to serve the unexpired term.

4.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Each director so elected shall hold office until the election at the directors' annual meeting and the qualification of his or her successor.

4.6 Committees Of The Board Of Directors. By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members an executive committee consisting of three (3) or more directors, which number shall always include the president of the corporation. By resolution adopted by a majority of directors present at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more other committees, each consisting of two (2) or more directors. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee.

4.7 Compensation. No director of the corporation shall receive, directly or indirectly, any salary, compensation, or emolument therefrom as such director unless authorized by the concurring vote of a majority of all the directors or (notwithstanding any quorum requirement of these bylaws) by the concurring vote of all the disinterested directors. However, nothing contained herein shall be construed to prevent any director from serving the corporation in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the corporation.

4.8 Chairman of the Board Emeritus. The Board of Directors may elect from one of their current or former Chairmen of the Board an individual to serve as Chairman of the Board Emeritus, to serve at the pleasure of the Board of Directors until removed by the Board of Directors or deceased. An individual so elected to be a Chairman of the Board Emeritus shall cease to be a director of the corporation upon such election and shall have no right to vote or consent as a director; however such a Chairman Emeritus of the Board of Directors shall have the right to attend all meetings of the Board of Directors.

ARTICLE FIVE

Meetings of the Board of Directors

5.1 Place Of Meetings. Meetings of the Board of Directors may be held at any place within or outside the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the corporation.

5.2 Annual Meeting; Notice. The annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 6.2, notice of the time and place of such annual meeting shall be given by the secretary either personally or by telephone or by mail or by telegram not less than ten (10) nor more than fifty (50) days before such meeting.

5.3 Regular Meetings; Notice. Regular meetings of the Board of Directors may be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary either personally or by telephone or by mail or by telegram not less than seven (7) nor more than thirty (30) days before such regular meeting.

5.4 Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the president or by any two of the directors in office at that time. Notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the

secretary either personally or by telephone or by mail or by telegram at least twenty-four (24) hours before such meeting.

5.5 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Six ("Notice and Waiver").

5.6 Quorum. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than three (3) directors constitute a quorum.

5.7 Vote Required For Action. Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment, and repeal of a bylaw is provided for in Article Thirteen of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 4.5 of these bylaws.

5.8 Action By Directors Without A Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the members of the Board of Directors. Such consent shall have the same force and effect as a vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

5.9 Telephone And Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.10 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

5.11 Proxies. Except where proscribed by applicable law, a director may vote in person or by proxy executed in writing by the director or by his or her attorney-in-fact. A proxy shall not be valid after eleven (11) months from the date of its execution, unless a longer period is expressly stated therein.

ARTICLE SIX

Notice and Waiver

6.1 Procedure. Whenever these bylaws require notice to be given to any director, the notice shall be given as prescribed in Article Five. Whenever notice is given to any director by mail, the notice shall be sent by first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by telegram or cablegram at the time notice is filed with the transmitting agency.

6.2 Waiver. Whenever any notice is required to be given to any director by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE SEVEN

Officers

7.1 Number And Qualifications. The executive officers of the corporation shall consist of a president, one or more vice presidents, as determined by the Board of Directors, a secretary, and a treasurer. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation; but the corporation shall not be required to have at any time any officers other than a president, a secretary, and a treasurer. Any two (2) or more offices may be held by the same person.

7.2 Election And Term Of Office. The officers of the corporation shall be elected by the Board of Directors and shall serve for terms of one (1) year and thereafter until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

7.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

7.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

7.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

7.6 President. The president shall be the principal executive officer of the corporation and shall preside at all meetings of the Board of Directors. The president shall also serve as a member, with right to vote, of the executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of directors. He or she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, and statements and reports required to be filed with government officials or agencies; and he or she shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the corporation shall be under his or her supervision and control during such interim. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

7.7 Vice Presidents. The vice presidents, in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.8 Secretary.

(a) The secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.

(b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) The secretary shall keep in safe custody the seal of the corporation and, when authorized by the Board of Directors or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary.

(d) The secretary shall be under the supervision of the president. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.9 Assistant Secretaries. The assistant secretaries, in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.10 Treasurer.

(a) The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors.

(b) The treasurer shall disburse the funds of the corporation as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct.

(c) If required by the Board of Directors, the treasurer shall give the corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

(d) The treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.11 Assistant Treasurers. The assistant treasurers in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the treasurer, perform the duties and have the authority and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE EIGHT

Committees of Directors

8.1 Executive Committee. By resolution adopted by a majority of the directors in office, the Board of Directors may designate from among its members an executive committee which shall consist of three (3) or more directors, including the president of the corporation, which executive committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the corporation; but the designation of any such executive committee and the delegation thereto of authority shall not

operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

8.2 Other Committees Of Directors. Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the president of the corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

8.3 Advisory And Other Committees. The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors and the like consisting in whole or in part of persons who are not directors of the corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the corporation or these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the president of the corporation, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

8.4 Term Of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

8.5 Chairman. One member of each committee shall be appointed chairman thereof.

8.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

8.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE NINE

Contracts, Checks, Deposits, and Funds

9.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

9.2 Checks, Drafts, Notes. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or the vice-president of the corporation.

9.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

9.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE TEN

Indemnification and Insurance

10.1 Definitions. As used in this Article, the term:

- (a) "Director" means an individual who is or was a director of the corporation or an individual who, while a director of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or non-profit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the corporation's request if the director's duties to the corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.
- (b) "Expenses" includes counsel fees.

- (c) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.
- (d) "Officer" means an individual who is or was an officer of the corporation or an individual who, while an officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or non-profit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. An officer is considered to be serving an employee benefit plan at the corporation's request if the officer's duties to the corporation also impose duties on, or otherwise involve services by, the officer to the plan or to participants in or beneficiaries of the plan. "Officer" includes, unless the context requires otherwise, the estate or personal representative of an officer.
- (e) "Party" includes an individual who was, or is threatened to be made a named defendant or respondent in a proceeding.
- (f) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

10.2 Basic Indemnification Arrangement.

- (a) Except as provided in subsections 10.2(d) and 10.2(e) below, the corporation shall indemnify an individual who is made a party to a proceeding because he or she is or was a director or officer against liability incurred by him or her in the proceeding if the individual acted in a manner he or she believed in good faith to be in or not opposed to the best interests of the corporation and, in the case of any criminal proceeding, the individual had no reasonable cause to believe his conduct was unlawful.
- (b) A person's conduct with respect to an employee benefit plan for a purpose he or she believed in good faith to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection 10.2(a).
- (c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, be determinative that the proposed indemnitee did not meet the standard of conduct set forth in subsection 10.2(a).
- (d) The corporation shall not indemnify a person under this Article in connection with
 - (i) a proceeding by or in the right of the corporation in which such person was adjudged liable to the corporation, or
 - (ii) any proceeding in which such person

was adjudged liable on the basis that he or she improperly received a personal benefit unless, in either case, and then only to the extent that, a court of competent jurisdiction determines pursuant to Section 10.5 below or Section 14-3-854 of the Georgia Nonprofit Corporation Code (the "Code") that in view of all the relevant circumstances, such person is fairly and reasonably entitled to indemnification. Court-ordered indemnification need not be limited to reasonable expenses incurred by the indemnitee but shall be in any amount the court considers proper.

- (e) Except for court-ordered indemnification, indemnification permitted under this Article in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

10.3 Advances for Expenses.

- (a) The corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer as a party to a proceeding in advance of final disposition of the proceeding if:
 - (i) such person furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in subsection 10.2(a) above; and
 - (ii) such person furnishes the corporation a written undertaking (meeting the qualifications set forth below in subsection 10.3(b)), executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification under this Article or otherwise.
- (b) The undertaking required by subsection 10.3(a)(ii) above must be an unlimited general obligation of the proposed indemnitee but need not be secured and may be accepted without reference to financial ability to make repayment.

10.4 Authorization of and Determination of Entitlement to Indemnification.

- (a) The corporation acknowledges that indemnification of a director or officer under Section 10.2 has been pre-authorized by the corporation in the manner described in subsection 10.4(b) below. Nevertheless, the corporation shall not indemnify a director or officer under Section 10.2 unless a separate determination has been made in the specific case that indemnification of such person is permissible in the circumstances because he or she has met the standard of conduct set forth in subsection 10.2(a); provided, however, that regardless of the result or absence of any such determination, to the extent that a director or officer has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party, or in defense of any claim, issue or matter therein, because he or she

is or was a director or officer, the corporation shall indemnify such person against reasonable expenses incurred by him or her in connection therewith.

- (b) The determination referred to in subsection 10.4(a) above shall be made, at the election of the Board of Directors:

(i) by the Board of Directors of the corporation by majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(ii) if a quorum cannot be obtained under subdivision (i), by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or

(iii) by special legal counsel:

(1) selected by the Board of Directors or its committee in the manner prescribed in subdivision (i) or (ii); or

(2) if a quorum of the Board of Directors cannot be obtained under subdivision (i) and a committee cannot be designated under subdivision (ii), selected by a majority vote of the full Board of Directors (in which selection directors who are parties may participate).

- (c) As acknowledged above, the corporation has pre-authorized the indemnification of directors and officers hereunder, subject to a case-by-case determination that the proposed indemnitee met the applicable standard of conduct under subsection 10.2(a). Consequently, no further decision need or shall be made on a case-by-case basis as to the authorization of the corporation's indemnification of directors or officers hereunder. Nevertheless, evaluation as to reasonableness of expenses of a director or officer in the specific case shall be made in the same manner as the determination that indemnification is permissible, as described in subsection 10.4(b) above, except that if the determination is made by special legal counsel, evaluation as to reasonableness of expenses shall be made by those entitled under subsection 10.4(b)(iii) to select counsel.

10.5 Court-Ordered Indemnification and Advances for Expenses. A director or officer who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an

application, the court, after giving any notice the court considers necessary, may order indemnification or advances for expenses in the amount it considers proper if it determines that:

(i) The applicant is entitled to mandatory indemnification under the final clause of subsection 10.4(a) above (in which case the corporation shall pay the indemnitee's reasonable expenses incurred to obtain court-ordered indemnification);

(ii) The applicant is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the standard of conduct set forth in subsection 10.2(a) above or was adjudged liable as described in subsection 10.2(d) above (and if he or she was adjudged so liable, any court-ordered indemnification need not be limited to reasonable expenses incurred by the indemnitee but shall be in any amount the court considers proper); or

(iii) In the case of advances for expenses, the applicant is entitled pursuant to the bylaws or any applicable resolution or agreement, to payment for or reimbursement of his or her reasonable expenses incurred as a party to a proceeding in advance of final disposition of the proceeding.

10.6 Indemnification of Employees and Agents. The corporation may indemnify and advance expenses under this Article to an employee or agent of the corporation who is not a director or officer to the same or any lesser extent as to a director or officer.

10.7 Liability Insurance. The corporation may purchase and maintain insurance on behalf of a director or officer or an individual who is or was an employee or agent of the corporation or who, while an employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic business or non-profit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent, whether or not the corporation would have power to indemnify him or her against the same liability under Section 10.2, Section 10.3, or Section 10.4 above.

10.8 Witness Fees. Nothing in this Article shall limit the corporation's power to pay or reimburse expenses incurred by a person in connection with an appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent in the proceeding.

10.9 Amendments. It is the intent of the corporation to indemnify and advance expenses to its directors and officers to the full extent permitted by the Code, as amended from time to time. To the extent that the Code is hereafter amended to permit a Georgia nonprofit corporation to provide to its directors or officers greater rights to indemnification or advancement of expenses

than those specifically set forth hereinabove, this Article be deemed amended to require such greater indemnification or more liberal advancement of expenses to its directors and officers, in each case consistent with the Code as so amended from time to time. No amendment, modification or rescission of this Article Ten, or any provision hereof, the effect of which would diminish the rights to indemnification or advancement of expenses as set forth herein shall be effective as to any person with respect to any action taken or omitted by such person prior to such amendment, modification or rescission.

10.10 Severability. In the event that any of the provisions of this Article (including any provision within a single section, subsection, division or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions of this Article shall remain enforceable to the fullest extent permitted by law.

ARTICLE ELEVEN

Conflicts of Interest

11.1 Conflicts of Interest. The corporation and its directors are subject to the definitions, disclosure requirements and procedures set forth in Sections 14-3-860 through 14-3-864 of the Code, as amended from time to time, regulating "conflicting interest transactions" between Board members and the corporation.

ARTICLE TWELVE

Miscellaneous

12.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

12.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

12.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

12.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

12.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

12.6 Table Of Contents; Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

12.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE THIRTEEN

Amendments

13.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws by a majority vote.

AMENDED AND RESTATED
BYLAWS
OF
RESOURCE HOUSING GROUP, INC.

Incorporated under the laws of the State of Georgia

These are the Amended and Restated Bylaws of
Resource Housing Group, Inc.
adopted by resolution of the Board of Directors,
effective as of the 5th day of December 2024

AMENDED AND RESTATED

BYLAWS

OF

RESOURCE HOUSING GROUP, INC.

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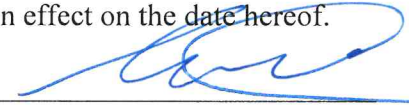
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Certificate

The undersigned hereby certified that he is an Assistant Secretary of Resource Housing Group, Inc., and that the forgoing document constitutes the bylaws of the corporation as in effect on the date hereof.



Sam Coats, Assistant Secretary

Date: 2/12/25

AMENDED AND RESTATED

BYLAWS

OF

RESOURCE HOUSING GROUP, INC.

Incorporated under the laws of the State of Georgia

These are the Amended and Restated Bylaws of
Resource Housing Group, Inc.
adopted by resolution of the Board of Directors,
effective as of the 3rd day of December 2015

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AMENDED AND RESTATED
BYLAWS
OF
RESOURCE HOUSING GROUP, INC.

Incorporated under the laws of the State of Georgia

ARTICLE ONE

Name, Location, and Offices

- 1.1 Name.** The name of this corporation shall be "RESOURCE HOUSING GROUP, INC."
- 1.2 Registered Office And Agent.** The corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.
- 1.3 Other Offices.** The principal office of the corporation shall be located in the metropolitan Atlanta, Georgia, area. The corporation may have other offices at such place or places, within or outside the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

- 2.1 Nonprofit Corporation.** The corporation shall be organized and operated as a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.
- 2.2 Charitable Purposes.** The corporation is a voluntary association of individuals, the purpose of which, as set forth in the articles of incorporation, is exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:
- (a) To develop low income housing by acquisition or renovation of existing low income housing or by construction of new low income housing;

- (b) To enter into partnerships or joint ventures in order to acquire or to construct or renovate low income housing;
- (c) 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, as determined by the Board of Directors to carry out any of the purposes of the corporation, as set forth in the Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

2.3 Governing Instruments. The corporation shall be governed by its articles of incorporation and its bylaws.

ARTICLE THREE

Membership

3.1 Membership. There shall be no members of the corporation.

ARTICLE FOUR

Board of Directors

4.1 Authority And Responsibility.

(a) The governing authority of the corporation shall be vested in its Board of Directors. The Board of Directors may fix the number of directors by resolution adopted from time to time by a majority of all directors then in office. The Board of Directors shall have supervision, control and direction of the management, affairs, and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

(b) The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, director, officer, trustee, or other private person or individual.

(c) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the corporation.

(d) The Board of Directors is authorized to employ such person or persons, including an executive director or officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.2 Composition Of Directors. The initial directors of the corporation shall be the seven (7) persons whose names and addresses appear in the articles of incorporation of the corporation filed with the Secretary of State of Georgia on August 19, 1994.

4.3 Manner Of Appointment And Election And Terms Of Office. Commencing with the meeting of the Board of Directors held in December 2015, the directors shall be directed by a majority vote of the directors then in office for terms of three years each. Each director so elected shall take office as of the close of the meeting of the Board of Directors at which such director was elected and continue in office until such director's successor has been elected and qualified or until such director's earlier death, resignation, retirement, disqualification, or removal. There shall be no limitation on the number of successive terms of office for which a director may serve.

4.4 Removal. Any director may be removed either for or without cause at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all directors entitled to vote at an election of directors if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed director's successor may be elected at the same meeting to serve the unexpired term.

4.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Each director so elected shall hold office until the election at the directors' annual meeting and the qualification of his or her successor.

4.6 Committees Of The Board Of Directors. By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members an executive committee consisting of three (3) or more directors, which number shall always include the president of the corporation. By resolution adopted by a majority of directors present at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more other committees, each consisting of two (2) or more directors. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee.

4.7 Compensation. No director of the corporation shall receive, directly or indirectly, any salary, compensation, or emolument therefrom as such director unless authorized by the concurring vote of a majority of all the directors or (notwithstanding any quorum requirement of these bylaws) by the concurring vote of all the disinterested directors. However, nothing contained herein shall be construed to prevent any director from serving the corporation in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the corporation.

ARTICLE FIVE

Meetings of the Board of Directors

5.1 Place Of Meetings. Meetings of the Board of Directors may be held at any place within or outside the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the corporation.

5.2 Annual Meeting: Notice. The annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 6.2, notice of the time and place of such annual meeting shall be given by the secretary either personally or by telephone or by mail or by telegram not less than ten (10) nor more than fifty (50) days before such meeting.

5.3 Regular Meetings: Notice. Regular meetings of the Board of Directors may be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary either personally or by telephone or by mail or by telegram not less than seven (7) nor more than thirty (30) days before such regular meeting.

5.4 Special Meetings: Notice. Special meetings of the Board of Directors may be called by or at the request of the president or by any two of the directors in office at that time. Notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the secretary either personally or by telephone or by mail or by telegram at least twenty-four (24) hours before such meeting.

5.5 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Six ("Notice and Waiver").

5.6 Quorum. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than three (3) directors constitute a quorum.

5.7 Vote Required For Action. Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment, and repeal of a bylaw is provided for in Article Thirteen of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 4.5 of these bylaws.

5.8 Action By Directors Without A Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the members of the Board of Directors. Such consent shall have the same force and effect as a vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

5.9 Telephone And Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.10 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

5.11 Proxies. Except where proscribed by applicable law, a director may vote in person or by proxy executed in writing by the director or by his or her attorney-in-fact. A proxy shall not be valid after eleven (11) months from the date of its execution, unless a longer period is expressly stated therein.

ARTICLE SIX

Notice and Waiver

6.1 Procedure. Whenever these bylaws require notice to be given to any director, the notice shall be given as prescribed in Article Five. Whenever notice is given to any director by mail, the notice shall be sent by first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by telegram or cablegram at the time notice is filed with the transmitting agency.

6.2 Waiver. Whenever any notice is required to be given to any director by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE SEVEN

Officers

7.1 Number And Qualifications. The executive officers of the corporation shall consist of a president, one or more vice presidents, as determined by the Board of Directors, a secretary, and a treasurer. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation; but the corporation shall not be required to have at any time any officers other than a president, a secretary, and a treasurer. Any two (2) or more offices may be held by the same person.

7.2 Election And Term Of Office. The officers of the corporation shall be elected by the Board of Directors and shall serve for terms of one (1) year and thereafter until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

7.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

7.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

7.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

7.6 President. The president shall be the principal executive officer of the corporation and shall preside at all meetings of the Board of Directors. The president shall also serve as a member, with right to vote, of the executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of directors. He or she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, and statements and reports required to be filed with government officials or agencies; and he or she shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the

secretary, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the corporation shall be under his or her supervision and control during such interim. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

7.7 Vice Presidents. The vice presidents, in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.8 Secretary.

(a) The secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.

(b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) The secretary shall keep in safe custody the seal of the corporation and, when authorized by the Board of Directors or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary.

(d) The secretary shall be under the supervision of the president. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.9 Assistant Secretaries. The assistant secretaries, in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.10 Treasurer.

(a) The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors.

(b) The treasurer shall disburse the funds of the corporation as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct.

(c) If required by the Board of Directors, the treasurer shall give the corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

(d) The treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.11 Assistant Treasurers. The assistant treasurers in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the treasurer, perform the duties and have the authority and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE EIGHT

Committees of Directors

8.1 Executive Committee. By resolution adopted by a majority of the directors in office, the Board of Directors may designate from among its members an executive committee which shall consist of three (3) or more directors, including the president of the corporation, which executive committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the corporation; but the designation of any such executive committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

8.2 Other Committees Of Directors. Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the president of the corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

8.3 Advisory And Other Committees. The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors and the like consisting in whole or in part of persons who are not directors of the corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the corporation or these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the president of the corporation, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

8.4 Term Of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

8.5 Chairman. One member of each committee shall be appointed chairman thereof.

8.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

8.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE NINE

Contracts, Checks, Deposits, and Funds

9.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

9.2 Checks, Drafts, Notes. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of

such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or the vice-president of the corporation.

9.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

9.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE TEN

Indemnification and Insurance

10.1 Definitions. As used in this Article, the term:

- (a) "Director" means an individual who is or was a director of the corporation or an individual who, while a director of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or non-profit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the corporation's request if the director's duties to the corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.
- (b) "Expenses" includes counsel fees.
- (c) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.
- (d) "Officer" means an individual who is or was an officer of the corporation or an individual who, while an officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or non-profit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. An officer is considered to be serving an employee benefit plan at the corporation's request if the officer's duties to the corporation also impose duties on, or otherwise involve services by, the officer to the plan or to participants in or beneficiaries of the plan. "Officer" includes, unless the context requires otherwise, the estate or personal representative of an officer.

- (e) "Party" includes an individual who was, or is threatened to be made a named defendant or respondent in a proceeding.
- (f) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

10.2 Basic Indemnification Arrangement.

- (a) Except as provided in subsections 10.2(d) and 10.2(e) below, the corporation shall indemnify an individual who is made a party to a proceeding because he or she is or was a director or officer against liability incurred by him or her in the proceeding if the individual acted in a manner he or she believed in good faith to be in or not opposed to the best interests of the corporation and, in the case of any criminal proceeding, the individual had no reasonable cause to believe his conduct was unlawful.
- (b) A person's conduct with respect to an employee benefit plan for a purpose he or she believed in good faith to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection 10.2(a).
- (c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, be determinative that the proposed indemnitee did not meet the standard of conduct set forth in subsection 10.2(a).
- (d) The corporation shall not indemnify a person under this Article in connection with (i) a proceeding by or in the right of the corporation in which such person was adjudged liable to the corporation, or (ii) any proceeding in which such person was adjudged liable on the basis that he or she improperly received a personal benefit unless, in either case, and then only to the extent that, a court of competent jurisdiction determines pursuant to Section 10.5 below or Section 14-3-854 of the Georgia Nonprofit Corporation Code (the "Code") that in view of all the relevant circumstances, such person is fairly and reasonably entitled to indemnification. Court-ordered indemnification need not be limited to reasonable expenses incurred by the indemnitee but shall be in any amount the court considers proper.
- (e) Except for court-ordered indemnification, indemnification permitted under this Article in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

10.3 Advances for Expenses.

- (a) The corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer as a party to a proceeding in advance of final disposition of the proceeding if:
 - (i) such person furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in subsection 10.2(a) above; and
 - (ii) such person furnishes the corporation a written undertaking (meeting the qualifications set forth below in subsection 10.3(b)), executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification under this Article or otherwise.
- (b) The undertaking required by subsection 10.3(a)(ii) above must be an unlimited general obligation of the proposed indemnitee but need not be secured and may be accepted without reference to financial ability to make repayment.

10.4 Authorization of and Determination of Entitlement to Indemnification.

- (a) The corporation acknowledges that indemnification of a director or officer under Section 10.2 has been pre-authorized by the corporation in the manner described in subsection 10.4(b) below. Nevertheless, the corporation shall not indemnify a director or officer under Section 10.2 unless a separate determination has been made in the specific case that indemnification of such person is permissible in the circumstances because he or she has met the standard of conduct set forth in subsection 10.2(a); provided, however, that regardless of the result or absence of any such determination, to the extent that a director or officer has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party, or in defense of any claim, issue or matter therein, because he or she is or was a director or officer, the corporation shall indemnify such person against reasonable expenses incurred by him or her in connection therewith.
- (b) The determination referred to in subsection 10.4(a) above shall be made, at the election of the Board of Directors:
 - (i) by the Board of Directors of the corporation by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
 - (ii) if a quorum cannot be obtained under subdivision (i), by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate),

consisting solely of two or more directors not at the time parties to the proceeding; or

(iii) by special legal counsel:

- (1) selected by the Board of Directors or its committee in the manner prescribed in subdivision (i) or (ii); or
 - (2) if a quorum of the Board of Directors cannot be obtained under subdivision (i) and a committee cannot be designated under subdivision (ii), selected by a majority vote of the full Board of Directors (in which selection directors who are parties may participate).
- (c) As acknowledged above, the corporation has pre-authorized the indemnification of directors and officers hereunder, subject to a case-by-case determination that the proposed indemnitee met the applicable standard of conduct under subsection 10.2(a). Consequently, no further decision need or shall be made on a case-by-case basis as to the authorization of the corporation's indemnification of directors or officers hereunder. Nevertheless, evaluation as to reasonableness of expenses of a director or officer in the specific case shall be made in the same manner as the determination that indemnification is permissible, as described in subsection 10.4(b) above, except that if the determination is made by special legal counsel, evaluation as to reasonableness of expenses shall be made by those entitled under subsection 10.4(b)(iii) to select counsel.

10.5 Court-Ordered Indemnification and Advances for Expenses. A director or officer who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification or advances for expenses in the amount it considers proper if it determines that:

(i) The applicant is entitled to mandatory indemnification under the final clause of subsection 10.4(a) above (in which case the corporation shall pay the indemnitee's reasonable expenses incurred to obtain court-ordered indemnification);

(ii) The applicant is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the standard of conduct set forth in subsection 10.2(a) above or was adjudged liable as described in subsection 10.2(d) above (and if he or she was adjudged so liable, any court-ordered

indemnification need not be limited to reasonable expenses incurred by the indemnitee but shall be in any amount the court considers proper); or

(iii) In the case of advances for expenses, the applicant is entitled pursuant to the bylaws or any applicable resolution or agreement, to payment for or reimbursement of his or her reasonable expenses incurred as a party to a proceeding in advance of final disposition of the proceeding.

10.6 Indemnification of Employees and Agents. The corporation may indemnify and advance expenses under this Article to an employee or agent of the corporation who is not a director or officer to the same or any lesser extent as to a director or officer.

10.7 Liability Insurance. The corporation may purchase and maintain insurance on behalf of a director or officer or an individual who is or was an employee or agent of the corporation or who, while an employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic business or non-profit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent, whether or not the corporation would have power to indemnify him or her against the same liability under Section 10.2, Section 10.3, or Section 10.4 above.

10.8 Witness Fees. Nothing in this Article shall limit the corporation's power to pay or reimburse expenses incurred by a person in connection with an appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent in the proceeding.

10.9 Amendments. It is the intent of the corporation to indemnify and advance expenses to its directors and officers to the full extent permitted by the Code, as amended from time to time. To the extent that the Code is hereafter amended to permit a Georgia nonprofit corporation to provide to its directors or officers greater rights to indemnification or advancement of expenses than those specifically set forth hereinabove, this Article be deemed amended to require such greater indemnification or more liberal advancement of expenses to its directors and officers, in each case consistent with the Code as so amended from time to time. No amendment, modification or rescission of this Article Ten, or any provision hereof, the effect of which would diminish the rights to indemnification or advancement of expenses as set forth herein shall be effective as to any person with respect to any action taken or omitted by such person prior to such amendment, modification or rescission.

10.10 Severability. In the event that any of the provisions of this Article (including any provision within a single section, subsection, division or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions of this Article shall remain enforceable to the fullest extent permitted by law.

ARTICLE ELEVEN

Conflicts of Interest

11.1 Conflicts of Interest. The corporation and its directors are subject to the definitions, disclosure requirements and procedures set forth in Sections 14-3-860 through 14-3-864 of the Code, as amended from time to time, regulating "conflicting interest transactions" between Board members and the corporation.

ARTICLE TWELVE

Miscellaneous

12.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

12.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

12.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

12.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

12.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

12.6 Table Of Contents: Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

12.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE THIRTEEN

Amendments

13.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws by a majority vote.

AMENDED

BYLAWS

OF

RHA/HOUSING, INC.

Incorporated under the laws of the State of Georgia

As Amended on December 1, 2005

AMENDED
BYLAWS
OF
RHA/HOUSING, INC.

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**AMENDED
BYLAWS
OF
RHA/HOUSING, INC.**

Incorporated under the laws of the State of Georgia

ARTICLE ONE

Name, Location, and Offices

- 1.1 **Name.** The name of this corporation shall be "RHA/HOUSING, INC."
- 1.2 **Registered Office And Agent.** The corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.
- 1.3 **Other Offices.** The principal office of the corporation shall be located in the metropolitan Atlanta, Georgia, area. The corporation may have other offices at such place or places, within or outside the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

- 2.1 **Nonprofit Corporation.** The corporation shall be organized and operated as a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.
- 2.2 **Charitable Purposes.** The corporation is a voluntary association of individuals, the purpose of which, as set forth in the articles of incorporation, is exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:
- (a) To develop low income housing by acquisition or renovation of existing low income housing or by construction of new low income housing;

- (b) To enter into partnerships or joint ventures in order to acquire or to construct or renovate low income housing;
- (c) 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, as determined by the Board of Directors to carry out any of the purposes of the corporation, as set forth in the Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

2.3 Governing Instruments. The corporation shall be governed by its articles of incorporation and its bylaws.

ARTICLE THREE

Membership

3.1 Membership. There shall be no members of the corporation.

ARTICLE FOUR

Board of Directors

4.1 Authority And Responsibility.

(a) The governing authority of the corporation shall be vested in its Board of Directors. The Board of Directors may fix the number of directors by resolution adopted from time to time by a majority of all directors then in office. The Board of Directors shall have supervision, control and direction of the management, affairs, and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

(b) The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, director, officer, trustee, or other private person or individual.

(c) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the corporation.

(d) The Board of Directors is authorized to employ such person or persons, including an executive director or officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.2 Composition Of Directors. The initial directors of the corporation shall be the seven (7) persons whose names and addresses appear in the articles of incorporation of the corporation filed with the Secretary of State of Georgia on August 19, 1994.

4.3 Manner Of Appointment And Election And Terms Of Office. Commencing with the meeting of the Board of Directors held in December 2005, the directors shall be directed by a majority vote of the directors then in office for terms of three years each. Each director so elected shall take office as of the close of the meeting of the Board of Directors at which such director was elected and continue in office until such director's successor has been elected and qualified or until such director's earlier death, resignation, retirement, disqualification, or removal. There shall be no limitation on the number of successive terms of office for which a director may serve.

4.4 Removal. Any director may be removed either for or without cause at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all directors entitled to vote at an election of directors if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed director's successor may be elected at the same meeting to serve the unexpired term.

4.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Each director so elected shall hold office until the election at the directors' annual meeting and the qualification of his or her successor.

4.6 Committees Of The Board Of Directors. By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members an executive committee consisting of three (3) or more directors, which number shall always include the president of the corporation. By resolution adopted by a majority of directors present at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more other committees, each consisting of two (2) or more directors. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee.

4.7 Compensation. No director of the corporation shall receive, directly or indirectly, any salary, compensation, or emolument therefrom as such director unless authorized by the concurring vote of a majority of all the directors or (notwithstanding any quorum requirement of these bylaws) by the concurring vote of all the disinterested directors. However, nothing contained herein shall be construed to prevent any director from serving the corporation in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the corporation.

ARTICLE FIVE

Meetings of the Board of Directors

5.1 Place Of Meetings. Meetings of the Board of Directors may be held at any place within or outside the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the corporation.

5.2 Annual Meeting; Notice. The annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 6.2, notice of the time and place of such annual meeting shall be given by the secretary either personally or by telephone or by mail or by telegram not less than ten (10) nor more than fifty (50) days before such meeting.

5.3 Regular Meetings; Notice. Regular meetings of the Board of Directors may be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary either personally or by telephone or by mail or by telegram not less than seven (7) nor more than thirty (30) days before such regular meeting.

5.4 Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the president or by any two of the directors in office at that time. Notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the secretary either personally or by telephone or by mail or by telegram at least twenty-four (24) hours before such meeting.

5.5 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Six ("Notice and Waiver").

5.6 Quorum. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than three (3) directors constitute a quorum.

5.7 Vote Required For Action. Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment, and repeal of a bylaw is provided for in Article Thirteen of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 4.5 of these bylaws.

5.8 Action By Directors Without A Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the members of the Board of Directors. Such consent shall have the same force and effect as a vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

5.9 Telephone And Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.10 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

5.11 Proxies. Except where proscribed by applicable law, a director may vote in person or by proxy executed in writing by the director or by his or her attorney-in-fact. A proxy shall not be valid after eleven (11) months from the date of its execution, unless a longer period is expressly stated therein.

ARTICLE SIX

Notice and Waiver

6.1 Procedure. Whenever these bylaws require notice to be given to any director, the notice shall be given as prescribed in Article Five. Whenever notice is given to any director by mail, the notice shall be sent by first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by telegram or cablegram at the time notice is filed with the transmitting agency.

6.2 Waiver. Whenever any notice is required to be given to any director by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE SEVEN

Officers

7.1 Number And Qualifications. The executive officers of the corporation shall consist of a president, one or more vice presidents, as determined by the Board of Directors, a secretary, and a treasurer. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation; but the corporation shall not be required to have at any time any officers other than a president, a secretary, and a treasurer. Any two (2) or more offices may be held by the same person.

7.2 Election And Term Of Office. The officers of the corporation shall be elected by the Board of Directors and shall serve for terms of one (1) year and thereafter until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

7.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

7.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

7.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

7.6 President. The president shall be the principal executive officer of the corporation and shall preside at all meetings of the Board of Directors. The president shall also serve as a member, with right to vote, of the executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of directors. He or she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, and statements and reports required to be filed with government officials or agencies; and he or she shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the

secretary, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the corporation shall be under his or her supervision and control during such interim. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

7.7 Vice Presidents. The vice presidents, in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.8 Secretary.

(a) The secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.

(b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) The secretary shall keep in safe custody the seal of the corporation and, when authorized by the Board of Directors or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary.

(d) The secretary shall be under the supervision of the president. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.9 Assistant Secretaries. The assistant secretaries, in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.10 Treasurer.

(a) The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors.

(b) The treasurer shall disburse the funds of the corporation as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct.

(c) If required by the Board of Directors, the treasurer shall give the corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

(d) The treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.11 Assistant Treasurers. The assistant treasurers in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the treasurer, perform the duties and have the authority and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE EIGHT

Committees of Directors

8.1 Executive Committee. By resolution adopted by a majority of the directors in office, the Board of Directors may designate from among its members an executive committee which shall consist of three (3) or more directors, including the president of the corporation, which executive committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the corporation; but the designation of any such executive committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

8.2 Other Committees Of Directors. Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the president of the corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

8.3 Advisory And Other Committees. The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors and the like consisting in whole or in part of persons who are not directors of the corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the corporation or these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the president of the corporation, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

8.4 Term Of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

8.5 Chairman. One member of each committee shall be appointed chairman thereof.

8.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

8.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE NINE

Contracts, Checks, Deposits, and Funds

9.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

9.2 Checks, Drafts, Notes. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of

such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or the vice-president of the corporation.

9.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

9.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE TEN

Indemnification and Insurance

10.1 Definitions. As used in this Article, the term:

- (a) "Director" means an individual who is or was a director of the corporation or an individual who, while a director of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or non-profit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the corporation's request if the director's duties to the corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.
- (b) "Expenses" includes counsel fees.
- (c) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.
- (d) "Officer" means an individual who is or was an officer of the corporation or an individual who, while an officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or non-profit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. An officer is considered to be serving an employee benefit plan at the corporation's request if the officer's duties to the corporation also impose duties on, or otherwise involve services by, the officer to the plan or to participants in or beneficiaries of the plan. "Officer" includes, unless the context requires otherwise, the estate or personal representative of an officer.

- (e) "Party" includes an individual who was, or is threatened to be made a named defendant or respondent in a proceeding.
- (f) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

10.2 Basic Indemnification Arrangement.

- (a) Except as provided in subsections 10.2(d) and 10.2(e) below, the corporation shall indemnify an individual who is made a party to a proceeding because he or she is or was a director or officer against liability incurred by him or her in the proceeding if the individual acted in a manner he or she believed in good faith to be in or not opposed to the best interests of the corporation and, in the case of any criminal proceeding, the individual had no reasonable cause to believe his conduct was unlawful.
- (b) A person's conduct with respect to an employee benefit plan for a purpose he or she believed in good faith to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection 10.2(a).
- (c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, be determinative that the proposed indemnitee did not meet the standard of conduct set forth in subsection 10.2(a).
- (d) The corporation shall not indemnify a person under this Article in connection with (i) a proceeding by or in the right of the corporation in which such person was adjudged liable to the corporation, or (ii) any proceeding in which such person was adjudged liable on the basis that he or she improperly received a personal benefit unless, in either case, and then only to the extent that, a court of competent jurisdiction determines pursuant to Section 10.5 below or Section 14-3-854 of the Georgia Nonprofit Corporation Code (the "Code") that in view of all the relevant circumstances, such person is fairly and reasonably entitled to indemnification. Court-ordered indemnification need not be limited to reasonable expenses incurred by the indemnitee but shall be in any amount the court considers proper.
- (e) Except for court-ordered indemnification, indemnification permitted under this Article in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

10.3 Advances for Expenses.

- (a) The corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer as a party to a proceeding in advance of final disposition of the proceeding if:
 - (i) such person furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in subsection 10.2(a) above; and
 - (ii) such person furnishes the corporation a written undertaking (meeting the qualifications set forth below in subsection 10.3(b)), executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification under this Article or otherwise.
- (b) The undertaking required by subsection 10.3(a)(ii) above must be an unlimited general obligation of the proposed indemnitee but need not be secured and may be accepted without reference to financial ability to make repayment.

10.4 Authorization of and Determination of Entitlement to Indemnification.

- (a) The corporation acknowledges that indemnification of a director or officer under Section 10.2 has been pre-authorized by the corporation in the manner described in subsection 10.4(b) below. Nevertheless, the corporation shall not indemnify a director or officer under Section 10.2 unless a separate determination has been made in the specific case that indemnification of such person is permissible in the circumstances because he or she has met the standard of conduct set forth in subsection 10.2(a); provided, however, that regardless of the result or absence of any such determination, to the extent that a director or officer has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party, or in defense of any claim, issue or matter therein, because he or she is or was a director or officer, the corporation shall indemnify such person against reasonable expenses incurred by him or her in connection therewith.
- (b) The determination referred to in subsection 10.4(a) above shall be made, at the election of the Board of Directors:
 - (i) by the Board of Directors of the corporation by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
 - (ii) if a quorum cannot be obtained under subdivision (i), by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate),

consisting solely of two or more directors not at the time parties to the proceeding; or

(iii) by special legal counsel:

- (1) selected by the Board of Directors or its committee in the manner prescribed in subdivision (i) or (ii); or
- (2) if a quorum of the Board of Directors cannot be obtained under subdivision (i) and a committee cannot be designated under subdivision (ii), selected by a majority vote of the full Board of Directors (in which selection directors who are parties may participate).

- (c) As acknowledged above, the corporation has pre-authorized the indemnification of directors and officers hereunder, subject to a case-by-case determination that the proposed indemnitee met the applicable standard of conduct under subsection 10.2(a). Consequently, no further decision need or shall be made on a case-by-case basis as to the authorization of the corporation's indemnification of directors or officers hereunder. Nevertheless, evaluation as to reasonableness of expenses of a director or officer in the specific case shall be made in the same manner as the determination that indemnification is permissible, as described in subsection 10.4(b) above, except that if the determination is made by special legal counsel, evaluation as to reasonableness of expenses shall be made by those entitled under subsection 10.4(b)(iii) to select counsel.

10.5 Court-Ordered Indemnification and Advances for Expenses. A director or officer who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification or advances for expenses in the amount it considers proper if it determines that:

(i) The applicant is entitled to mandatory indemnification under the final clause of subsection 10.4(a) above (in which case the corporation shall pay the indemnitee's reasonable expenses incurred to obtain court-ordered indemnification);

(ii) The applicant is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the standard of conduct set forth in subsection 10.2(a) above or was adjudged liable as described in subsection 10.2(d) above (and if he or she was adjudged so liable, any court-ordered

indemnification need not be limited to reasonable expenses incurred by the indemnitee but shall be in any amount the court considers proper); or

(iii) In the case of advances for expenses, the applicant is entitled pursuant to the bylaws or any applicable resolution or agreement, to payment for or reimbursement of his or her reasonable expenses incurred as a party to a proceeding in advance of final disposition of the proceeding.

10.6 Indemnification of Employees and Agents. The corporation may indemnify and advance expenses under this Article to an employee or agent of the corporation who is not a director or officer to the same or any lesser extent as to a director or officer.

10.7 Liability Insurance. The corporation may purchase and maintain insurance on behalf of a director or officer or an individual who is or was an employee or agent of the corporation or who, while an employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic business or non-profit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent, whether or not the corporation would have power to indemnify him or her against the same liability under Section 10.2, Section 10.3, or Section 10.4 above.

10.8 Witness Fees. Nothing in this Article shall limit the corporation's power to pay or reimburse expenses incurred by a person in connection with an appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent in the proceeding.

10.9 Amendments. It is the intent of the corporation to indemnify and advance expenses to its directors and officers to the full extent permitted by the Code, as amended from time to time. To the extent that the Code is hereafter amended to permit a Georgia nonprofit corporation to provide to its directors or officers greater rights to indemnification or advancement of expenses than those specifically set forth hereinabove, this Article be deemed amended to require such greater indemnification or more liberal advancement of expenses to its directors and officers, in each case consistent with the Code as so amended from time to time. No amendment, modification or rescission of this Article Ten, or any provision hereof, the effect of which would diminish the rights to indemnification or advancement of expenses as set forth herein shall be effective as to any person with respect to any action taken or omitted by such person prior to such amendment, modification or rescission.

10.10 Severability. In the event that any of the provisions of this Article (including any provision within a single section, subsection, division or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions of this Article shall remain enforceable to the fullest extent permitted by law.

ARTICLE ELEVEN

Conflicts of Interest

11.1 Conflicts of Interest. The corporation and its directors are subject to the definitions, disclosure requirements and procedures set forth in Sections 14-3-860 through 14-3-864 of the Code, as amended from time to time, regulating "conflicting interest transactions" between Board members and the corporation.

ARTICLE TWELVE

Miscellaneous

12.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

12.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

12.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

12.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

12.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

12.6 Table Of Contents: Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.


12.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE THIRTEEN

Amendments

13.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws by a majority vote.

ATTEST:


Assistant Secretary

APPROVED:

RHA/HOUSING, INC.

By: 

Date: December 1, 2005

FORM LLC

LIMITED LIABILITY COMPANY	Development Name: <u>Peaks of Rock Hill</u> City: <u>Rock Hill</u> , S.C.
Name of LLC: <u>RHG Investments, LLC</u> LLC includes the following: <input checked="" type="checkbox"/> For Profit <input type="checkbox"/> Non-Profit Address: <u>3350 Riverwood Pkwy Suite 800</u> City: <u>Atlanta</u> State: <u>GA</u> Zip: <u>30339</u> Tax ID Number: <u>35-2554448</u> or date applied for: _____	
Membership	Percentage of Ownership
1. Manager (if any): <u>Resource Housing Group, Inc.</u> Address: <u>3350 Riverwood Pkwy Suite 800</u> City, State, Zip: <u>Atlanta, GA 30339</u>	<u>100</u> %
2. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %
3. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %
4. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %
5. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %
6. Member Name: _____ Address: _____ City, State, Zip: _____	_____ %

NOTE: This form must be completed for each LLC that is involved in the proposed development. If any of the Members are Corporations, Limited Liability Companies, or Limited Partnerships then you must also complete, in addition to this form, one or more of the following, as applicable: FORM CORP, FORM LP, and/or FORM LLC. All necessary forms must be submitted so as to ascertain the Principals of the development.

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authority

I, Mark Hammond, Secretary of State of South Carolina Hereby Certify that:

RHG Investments, LLC, a limited liability company duly organized under the laws of the State of Georgia, and issued a certificate of authority to transact business in South Carolina on June 2nd, 2020, with a duration that is at will, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to S.C. Code Ann. §33-44-1006, and that the company has not filed a certificate of cancellation as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 9th day of April, 2025.


Mark Hammond, Secretary of State

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

APPLICATION FOR A CERTIFICATE OF AUTHORITY BY A FOREIGN LIMITED LIABILITY COMPANY
TO TRANSACT BUSINESS IN SOUTH CAROLINA

The following Foreign Limited Liability Company applies for a Certificate of Authority to Transact Business in South Carolina in accordance with Section 33-44-1002 of the 1976 S.C. Code of Laws, as amended.

1. The name of the foreign limited liability company which complies with Section 33-44-1005 of the 1976 S.C. Code of Laws, as amended is:

RHG Investments, LLC

2. The name of the State or Country under whose law the company is organized is Georgia

3. The street address of the Limited Liability Company's principal office is
1819 Peachtree Road NE, Suite 520

(Street Address)

Atlanta, Georgia 30309

(City, State, Zip Code)

4. The address of the Limited Liability Company's current designated office in South Carolina is
2 Office Park Court, Suite 103

(Street Address)

Columbia, South Carolina 29223

(City, State, Zip Code)

5. The street address of the Limited Liability Company's initial agent for service of process in South Carolina is
2 Office Park Court, Suite 103

(Street Address)

Columbia

(City)

South Carolina 29223

(Zip Code)

And the name of the Limited Liability Company's agent for service of process at the address is:

CT Corporation System

(Name)

(Signature of Agent)

6. ☐ Check this box only if the duration of the company is for a specified term, and if so, the period specified

RHG Investments, LLC

Name of Limited Liability Company

7. ☐ Check this box if the company is manager-managed. If so, list the names and business addresses of each manager.

(a)

(Name)

(Address)

(City, State, Zip Code)

(b)

(Name)

(Address)

(City, State, Zip Code)

8. ☐ Check this box if one or more of the members of the foreign limited liability company are to be liable for the company's debt and obligation under a provision similar to Section 33-44-303(c) of the 1976 S.C. Code of Laws, as amended.

Date: 06/02/2020

Signed as Authorized Signature: Chase Northcutt

Signature

Chase Northcutt

Name

Organizer

Capacity/Title

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, **Brad Raffensperger**, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

RHG INVESTMENTS, LLC
a Domestic Limited Liability Company

was formed in the jurisdiction stated below or was authorized to transact business in Georgia on the below date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Docket Number : 23221326
Date Inc/Auth/Filed: 02/27/2020
Jurisdiction : Georgia
Print Date : 05/31/2022
Form Number : 211



Brad Raffensperger

Brad Raffensperger
Secretary of State

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on **2/27/2020** converting

RHG INVESTMENTS, LLC

a Foreign Non-Qualifying Entity

to

RHG INVESTMENTS, LLC

a Domestic Limited Liability Company

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **03/05/2020**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

CERTIFICATE OF CONVERSION

OF

RHG Investments, LLC

The undersigned, being the sole member of **RHG Investments, LLC**, a North Carolina limited liability company (the "Company"), does hereby certify as follows:

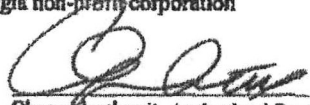
1. The name of the Company, the entity making this election, is **RHG Investments, LLC**, and its state of organization is North Carolina.
2. The Company hereby elects to become a Georgia Limited Liability Company pursuant to the provisions of O.C.G.A. § 14-11-212 and N.C.G.S.A. § 57D-3-03.
3. The effective date and time of this election shall be the date and time of filing this Certificate.
4. The election to become a Georgia Limited Liability Company has been approved as required by O.C.G.A. § 14-11-212 and N.C.G.S.A. § 57D-3-03.
5. Articles of Organization for the Company are filed with this Certificate. Such Articles of Organization are in the form required by O.C.G.A. § 14-11-204, set forth a name for the Company that satisfies the requirements of O.C.G.A. § 14-11-207, and shall be the Articles of Organization of the Company formed pursuant to the election described herein unless and until modified in accordance with the Georgia Limited Liability Company Act.
6. A written operating agreement has been entered into among the persons who will be the members of the Company formed pursuant to this election. Such operating agreement will be effective immediately upon the effectiveness of the election described herein, and such operating agreement provides for the manner and basis for conversion.

(Signatures Begin on the Following Page)

IN WITNESS WHEREOF, the Company has caused this Certificate of Conversion to be executed by all of its members effective on this 24th day of February, 2020.

RESOURCE HOUSING GROUP, INC.,
a Georgia non-profit corporation

By:



Chase Northcutt, Authorized Representative

February 24, 2020
11:19 AM
[illegible]

ARTICLES OF ORGANIZATION
OF
RHG INVESTMENTS, LLC

ARTICLE ONE

The name of the limited liability company is RHG Investments, LLC (the "Company").

ARTICLE TWO

The Company shall continue in existence for an unlimited period until dissolved in accordance with the Georgia Limited Liability Act, O.C.G.A. § 14-11-100 et seq., or the provisions of the Company's Operating Agreement.

ARTICLE THREE

The principal office of the Company is located at 1819 Peachtree Road NE, Suite 520, Atlanta, Georgia 30309. The initial Registered Agent of the Company is Chase Northcutt at 1819 Peachtree Road NE, Suite 520, Atlanta, Georgia 30309.

ARTICLE FOUR

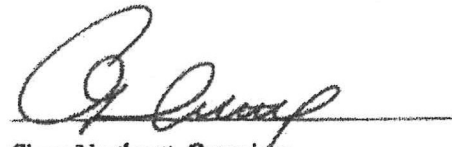
The name and address of the organizer is as follows:

Chase Northcutt
1819 Peachtree Road NE
Suite 520
Atlanta, Georgia 30309

ARTICLE FIVE

The mailing address of the initial principal office of the Company is 1819 Peachtree Road NE, Suite 520, Atlanta, Georgia 30309.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization this
24th day of February, 2020.


Chase Northcutt, Organizer



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

TRANSMITTAL INFORMATION FORM GEORGIA LIMITED LIABILITY COMPANY

IMPORTANT: Please provide the entity's primary email address when completing this form.

Primary Email Address: cnorthcutt@rhgroup.org

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. LLC Name Reservation Number (If one has been obtained; if articles are being filed without prior reservation, leave this line blank.)			
RHG Investments, LLC			
LLC Name (List exactly as it appears in articles.)			
2. Darby Findley			
Name* of Person Filing Articles of Organization (Certificate will be emailed to this person at address listed below.)			
3475 Lenox Road, NE, Suite 400	Atlanta	GA	30326
Address	City	State	Zip Code
dfindley@colemantalley.com		Telephone Number	
Filer's Email Address			
3. 1819 Peachtree Road NE, Suite 520			
Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box.)			
Atlanta	GA	30309	
City	State	Zip Code	
4. Chase Northcutt			
Name* of Registered Agent in Georgia			
1819 Peachtree Road NE, Suite 520			
Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)			
Atlanta	Fulton	GA	30309
City	County	State	Zip Code
cnorthcutt@rhgroup.org		Registered Agent's Email Address	
5. Name* and Address of Each Organizer (Attach additional sheets if necessary.)			
Chase Northcutt	1819 Peachtree Road NE, Suite 520	Atlanta	GA 30309
Organizer	Address	City	State Zip Code
Organizer	Address	City	State Zip Code
6. Mail the following items to the Secretary of State at the above address:			
1) This Transmittal Information Form;			
2) The Articles of Organization; and			
3) Filing fee of \$110.00 (\$100 filing fee + \$10 paper filing service charge) payable to Secretary of State. Filing fees are non-refundable.			
I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.			
Signature of Authorized Person		Date 2/24/20	
Chase Northcutt			
Print Name*			

* Enter individual's legal name, i.e. first and last name without use of initials or nicknames. Middle names or initials may be included.

FORM CD 231
Rev 10/2019