

ARTICLES OF INCORPORATION
OF
CHARLOTTE-MECKLENBURG HOUSING PARTNERSHIP, INC.

A Non-Profit Corporation

The undersigned being of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit, non-stock corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes and the several amendments thereto, and to that end does hereby set forth and certify as follows:

1. The name of the corporation is Charlotte-Mecklenburg Housing Partnership, Inc. (the "Corporation").

2. The period of duration of the Corporation shall be perpetual.

3. The purposes for which the Corporation is organized are:

A. To operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), by developing, administering and operating programs to promote and to provide low-income housing in Mecklenburg County, North Carolina.

B. Except as hereinbefore provided or limited, the Corporation, in addition to the powers granted non-profit corporations under the laws of the State of North Carolina, shall have full power and authority to receive gifts, devises and bequests of real, personal and mixed property; to purchase, lease, and otherwise acquire and hold, and to mortgage, convey, and otherwise dispose and contract to dispose of all kinds of property, real, personal and mixed; to borrow and to lend money and to negotiate loans; to draw, accept, endorse, discount, buy, sell, issue and deliver bills of exchange, promissory notes, bonds, coupons, or other negotiable instruments and securities; and generally to do any and all acts which may be deemed

necessary or expedient for the proper and successful prosecution of the purposes hereinbefore set forth.

4. The Corporation shall have no members.

5. The Corporation shall be managed by a Board of Directors. The number of directors of the Corporation shall be set forth in the bylaws of the Corporation and such directors shall be determined, elected or appointed on such terms, at such time, and in such manner as shall be provided in such bylaws.

6. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to reimburse reasonable expenses properly incurred on behalf of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

7. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities and obligations of the Corporation, dispose of all of the assets of the Corporation exclusively for the aforesaid purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time of dissolution qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors of the Corporation may determine.

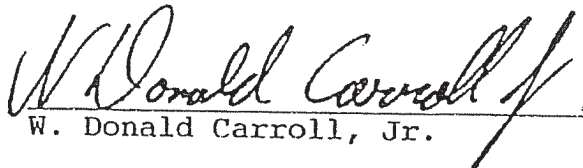
8. The address of the initial registered office of the Corporation is 227 North Tryon Street, Charlotte, Mecklenburg County, North-Carolina 28202, and the name of its initial registered agent at such address is W. Donald Carroll, Jr.

9. The number of persons constituting the initial Board of Directors shall be three (3) whose names and addresses are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
John Boatwright	NCNB Plaza T23 Charlotte, N.C. 28255
Betty Rash	P.O. Box 32184 Charlotte, N.C. 28232
Kathryn Norman	3621 Sedgewood Drive Charlotte, N.C. 28211

10. The name and address of the incorporator are W. Donald Carroll, Jr., 227 North Tryon Street, Charlotte, Mecklenburg County, North Carolina.

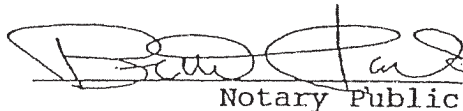
IN WITNESS WHEREOF, the undersigned has hereunto set his hand this the 21st day of June, 1988.


W. Donald Carroll, Jr.

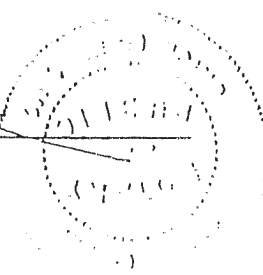
STATE OF NORTH CAROLINA
UNION
COUNTY OF ~~MECKLENBURG~~

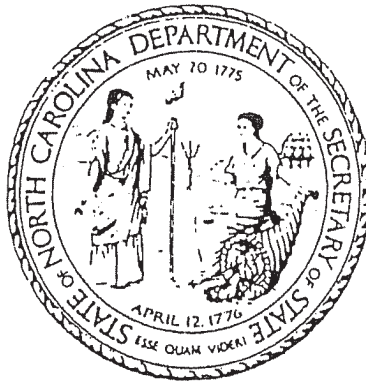
I, Bette Clark, a Notary Public for said
County and State, do hereby certify that W. DONALD CARROLL, JR.
personally appeared before me this day and acknowledged the due
execution of the foregoing instrument.

WITNESS my hand and notarial seal, this 21st day of
June, 1988.


Notary Public

My commission expires: 10-8-91





State of North Carolina

NOTICE

The issuance of a corporate charter to any domestic corporation or a certificate of authority to any foreign corporation does not authorize the use in this State of the corporate name in violation of the rights of any third party under the Federal Trademarks Act, the Trademark Act of this State, a trade name or the common law; and the issuance of such charter or certificate will not be a defense to an action for violation of any such rights.

Certified Copy
from
The Department of The
Secretary of State
to be Recorded
in the
Register of Deeds

RESOLUTION TO CHANGE THE REGISTERED OFFICE
AND REGISTERED AGENT OF
CHARLOTTE-MECKLENBURG HOUSING PARTNERSHIP, INC.

RESOLVED, that pursuant to the relocation of the principal office of Charlotte-Mecklenburg Housing Partnership, Inc. ("CMHP"), (i) the registered office of CMHP be changed to 1201 Greenwood Cliff, Suite 300, Charlotte, North Carolina 28204, and (ii) the registered agent for CMHP at such address be Patricia G. Garrett.

FURTHER RESOLVED, that the officers of CMHP be authorized and directed to file such documents or take such action as may be necessary to document the effect of this resolution with the Secretary of State of North Carolina and such other authorities as necessary or appropriate.

STATEMENT OF CHANGE
OF
REGISTERED OFFICE AND REGISTERED AGENT
OF
CHARLOTTE-MECKLENBURG HOUSING PARTNERSHIP, INC.

The undersigned corporation hereby submits the following for the purpose of changing its registered office and its registered agent in the State of North Carolina:

1. The name of the corporation is Charlotte-Mecklenburg Housing Partnership, Inc.

2. The street address and county of the current registered office of the corporation are:

227 North Tryon Street
Mecklenburg County
Charlotte, North Carolina 28202

the mailing address of the current registered office is:

227 North Tryon Street
Charlotte, North Carolina 28202

3. The street address and county of the new registered office of the corporation are:

1201 Greenwood Cliff, Suite 300
Mecklenburg County
Charlotte, North Carolina 28204

the mailing address of the new registered office is:

1201 Greenwood Cliff, Suite 300
Charlotte, North Carolina 28204

4. The name of the current registered agent is W. Donald Carroll, Jr.

5. The name of the new registered agent and the new agent's written consent to appointment appear below.

Patricia G. Garrett

Patricia G. Garrett
Signature

6. The address of the corporation's registered office and the address of the business office of its registered agent, as changed, will be identical.

7. Such change was authorized by resolution duly adopted by the board of directors of the corporation.

IN WITNESS WHEREOF, this statement is signed by the president and secretary of the corporation this the 24th day of February, 1993.

Charlotte-Mecklenburg Housing
Partnership, Inc.

By: Patricia G. Garrett
Patricia G. Garrett
President

By: _____
Pamela A. Syfert
Secretary

ARTICLES OF AMENDMENT
OF
CHARLOTTE-MECKLENBURG HOUSING PARTNERSHIP, INC.

The undersigned nonprofit corporation hereby submits these Articles of Amendment for the purpose of amending its articles of incorporation:

1. The name of the corporation is Charlotte-Mecklenburg Housing Partnership, Inc.

2. The articles of incorporation of the corporation are hereby amended as follows:

Article 3, Section A. shall be amended so as to read in its entirety as follows:

3. The purposes for which the Corporation is organized are:

A. To operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), by developing, administering and operating programs designed to:

(i) promote and provide housing for low and moderate income families;

(ii) promote and provide for the stabilization and revitalization of neighborhoods targeted for community redevelopment or threatened by blight or community deterioration; and

(iii) promote and provide educational opportunities for families, communities and community based organizations with respect to housing and homeownership.

3. Approval by a sufficient vote of the board of directors of the corporation was obtained. As stated in the articles of incorporation, the corporation has no members.

4. The foregoing amendment was adopted on the 22d day of May, 1996.

This the 24th day of July, 1996.

Charlotte-Mecklenburg Housing
Partnership, Inc.

By: Patricia G. Garrett
Patricia G. Garrett
President