

FORM CORP

CORPORATION	Development Name: <u>Peaks of Manning II</u>	
	City: <u>Manning</u> , S.C.	
Name of Corporation: <u>Resource Housing Group, Inc</u> Corporation is ☐ For Profit ☒ Non-Profit		
Address: <u>3350 Riverwood Pkwy Ste 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 - nonprofit- no shareholders</u> Address: <u>3350 Riverwood Pkwy Ste 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



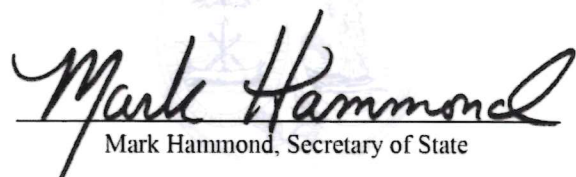
Office of Secretary of State Mark Hammond

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 28th day
of April, 2026.


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.

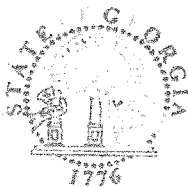
a Domestic Nonprofit Corporation

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



Brian P. Kemp
Secretary of State

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.

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

After this certificate does not contain any representation concerning fees to be paid by the Corporation to the South Carolina Tax Commission to obtain the
Certificate and the amount payable to the Tax Commission. It is important to understand that the Corporation has paid all taxes due to the State of South
Carolina and has filed the annual report, a certificate of compliance with the attached form the Tax Commission.

MAY 06 2017

REFERENCE ID: 1703651340459

Mark Hammond

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:
04/15/1998
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: 08/19/1984
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

159125-0224
RESOURCE HOUSING GROUP, INC.
FILED PER \$10.00 ORIG
Mark Hammond
South Carolina Secretary of State
FILED: 05/27/2016

Mar 06 2017

REFERENCE ID: 1703061340496

RHA/Housing, Inc.
Name of Corporation

Mark H. ...

The principal office of the foreign nonprofit corporation is:

1619 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 § 33-31-148(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

Name	Business Address
	See Attached Exhibit "A"
Name	Business Address
Name	Business Address

b. Principal Officers

Position	Name	Business Address
		See Attached Exhibit "B"
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 30, 2017
REFERENCE ID: 170306134042F

Chase Northcutt 01/18/2016

RHA/Housing, Inc.
Name of Corporation

RHA/Housing, Inc.

Name of

Signature of *Chase Northcutt*

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

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: 1702061340498


Mark H. Walker

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

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

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

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

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

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

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

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

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

PER 05 7017
REFERENCE ID: 1763061340488

Mark Hammond
- Atlanta, 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

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

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

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

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

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: J705861740499

C T CORP-TERM 3

STATE OF SOUTH CAROLINA

SECRETARY OF STATE

JIM MYLES

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

Jim Myles
SECRETARY OF STATE

FILED

APR 15 1999

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

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 _____
(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 Beale Place, Two Design 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: 1783061340499

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____

(Name of Corporation)

B:

(Signature of Officer)

(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 Miller
June 1994

Mar 06 2017
REFERENCE ID: 1702061340488

Mark H. Hensel

ATTACHMENT

Mr. Chet H. Bradeen,
Vice President/Director
c/o Sun Healthcare Group, Australia
Level 2, 270 Pacific Highway
Crows 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

Mr. Gordon J. Simmons
~~Mr. Gordon J. Simmons~~

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)

DECLARED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM THE ORIGINAL AND THE
ORIGINAL ON FILE, 7:00 PM.

FEB 27 2014

STATE OF SOUTH CAROLINA
APPLICATION BY OT CORPORATION
FOR A CERTIFICATE OF INCORPORATION
TO THE SECRETARY OF STATE
IN THE STATE OF SOUTH CAROLINA

SECRETARY OF STATE
FILED
APR 15 1999

SECRETARY OF STATE OF SOUTH CAROLINA

Pursuant to § 33-31-1905 of the 1976 South Carolina Code, as amended, I, undersigned, a foreign corporation hereby apply for authority to transact business in the State of South Carolina, and for that purpose, hereby submit the following statement:

1. The name of the foreign corporation, as set forth in the documents annexed to this application, is OT CORPORATION.
2. The corporation is incorporated under the laws of Georgia.
3. The corporation was incorporated March 11, 1994 and its duration is (complete "a" or "b," whichever is applicable):
a. ☒ Perpetual.
b. ☐
4. The principal office of the foreign corporation is 1000 Peachtree Road, N.W., Atlanta, Fulton County, Georgia 30309.
(Street & Number) (City) (County) (State) (Zip Code)
5. The registered office of the foreign corporation in South Carolina is OT CORPORATION SYSTEM, 700 South Main, Two Building, Greenville, South Carolina 29601.
(Street & Number) (City) (County) (State) (Zip Code)
The name of the registered agent of the foreign corporation at that office is OT CORPORATION.
6. Check whichever is applicable:
a. ☒ The corporation has members, those who will vote for the board of directors (see, § 33-31-140(C)).
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, § 33-31-170):
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

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

a. Directors

SEE ATTACHED

Name Principal Address

Name Principal Address

Name Principal Address

b. Principal Officers

RELATIONSHIP TO CORPORATION

Name Principal Address

Name Principal Address

9. Dated this _____ day of _____, 19____.

[Signature]

 (Type or Print Name of Officer)

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 resolution of endorsement, 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 Resolutions page for use in South Carolina pursuant to section 33-31-1504(a), then a copy of the board of directors' (or equivalent governing body) resolution approving the Resolutions page 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 Tim Miller
 June 1994

ATTACHMENT

Mr. Choi H. Braden,
Vice President/Director
c/o Sun Healthcare Group, Australia
Level 2, 270 Pacific Highway
Crows Nest, NSW 2065
9-011-61-2-8425-6300
9-011-61-2-8425-6365 (FAX)

Bryant O. Costa, 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)

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

Charles W. Northcutt, III
Secretary and Director
c/o Houston Paper Company
600 Monument Street
Dothan, AL 36303
(334) 794-7361
(334) 671-3738 (FAX)

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

James D. Loflin, Jr., Director
410 Twitchell Road
Dothan, AL 36307
(334) 712-2493
(334) 712-2499 (FAX)

William P. Walker,
Vice President/Director
c/o Synergistic Consulting Group
224 Quail Lane
Lake Martin
Dadeville, AL 36853-9328
(256) 823-8276
(256) 823-9090 (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
of the Health Services, Inc.
302 Ridgewood Court
Asheville, NC 28806
(704) 665-9500
(704) 665-1921 (FAX)

Chase Northing, 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)

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	: 01/27/2016
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.

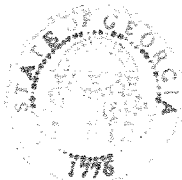
a Domestic Nonprofit Corporation

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



Brian P. Kemp
Secretary of State

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: 170360

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. IC421091

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: 7491126-1 Reference:
Verify this certificate online at <http://corp.sos.state.ga.us/corp/public/verify.asp>

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 INCORPORATED : August 19, 1994
JURISDICTION : Georgia
PRINT DATE : 01/22/2014

Bonnie Chaffin
3080 Peachtree Road, NW
Atlanta, GA 30306

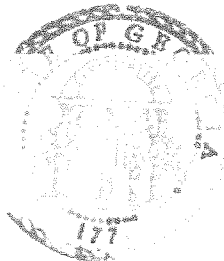
CERTIFIED COPY

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. Kemp
Brian P. Kemp
Secretary of State

Tracking #: Jhow84jz

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

DOCKET NUMBER : 082456871
CONTROL NUMBER : 8421051
EFFECTIVE DATE : 04/26/2000
REVISIONS : 0077
PRINT DATE : 09/24/2000
FORM NUMBER : 111

AMA WORKING INC.
DORRIS K. CHAPIN
RTE 500, 3000 PRACHTER 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:

AMA/WORKING, 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.

Chare N. [Signature] President

Secretary of State
Corporations Division
318 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1630

DOCKET NUMBER : 04250343
CONTROL NUMBER : 04250343
REFERENCE DATE : 10/12/2004
REFERENCE : 0948
PRINT DATE : 10/20/2004
FORM NUMBER : 111

EDWARD E. CHAPIN
RRA-HOUSING AND LUMBER-BOARD CASE
3050 PEACHTREE RD., NE, 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

RRA/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
RHANHOUSING, INC.

Pursuant to the provisions of O.C.G.A. 14-2-1003, 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 RHANHOUSING, INC.

II.

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

ARTICLE VI

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

Bryant G. Coats
Robert B. Coats
Clay Braden
Charles W. Northcutt, III
Howard Oakes
James D. Laffin, Jr.
William P. Walker
Gordon J. Stewart

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.

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.

RHA/HOUSING, INC.



Chase Northcott, Vice President

SECRETARY OF STATE
NOV 12 A 9 38
CORPORATION DIV.

STATE OF GEORGIA
 DEPARTMENT OF REVENUE
 1000 Peachtree Street, N.E.
 Atlanta, Georgia 30309

RETURN TO: [illegible]
 DIRECTOR: [illegible]
 DEPUTY: [illegible]
 ASSISTANT: [illegible]
 CHIEF: [illegible]
 CLERK: [illegible]

Commissioner of the State

that:

and official seat in the City of Atlanta and the State of Georgia
 forth above.

RECEIVED
 6-26-64

RECEIVED
 6-26-64

RECEIVED
 6-26-64

RECEIVED
 6-26-64

Max Cleland
 MAX CLELAND
 SECRETARY OF STATE
Verley J. Spivey
 VERLEY J. SPIVEY
 DEPUTY SECRETARY OF STATE

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

ARTICLE FOUR

Publicly Supported Tax-Exempt Corporation

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

(e) 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 set forth in Article Three hereof.

(f) 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.

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

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 rights and provisions of these Articles of Incorporation and Bylaws of the corporation, and all activities and operations of the corporation, shall be construed, applied, and carried out in accordance with such intent.

ARTICLE IV

Board of Directors

The Board of Directors shall have general management of the affairs and property and control 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 V

Composition of the Board

The Board of Directors of the corporation shall consist of seven (7) members, who are persons and all members are listed below. Each member of the Board of Directors shall serve as a director until his or her successor has been elected and his or her term shall be in accordance with the terms of these Articles of Incorporation and the Bylaws of the corporation.

Name

Address

Occupation

2011 Harvard Drive
Concord, Ohio 43021

Organization

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

4158 Addison Drive
Suite 115
Mobile, Alabama 36609

1203 Duke Street
Alexandria, Virginia 22314

305 North Elm Street
Tomball, Alabama 36307

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

William P. Walker

445 Cross Creek Road
Anniston, Alabama 36410

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

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 1820, 1060 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. §§ 14-3-850 through 14-3-864, 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.

Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as then in effect, and to the corresponding provisions of any applicable Internal Revenue Code, and to all regulations issued under such sections and provisions.

Abstract

The name and address of the Incorporator is as follows:

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

1. *Chlorophyll a* (Chl *a*)
 2. *Chlorophyll b* (Chl *b*)
 3. *Chlorophyll c* (Chl *c*)
 4. *Chlorophyll d* (Chl *d*)
 5. *Chlorophyll e* (Chl *e*)
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 132. *Chlorophyll ayz* (Chl *ayz*

[illegible]

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

Michelle M. Gabel
Incorporator

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

SECRETARY OF STATE
JUL 19 9 25 AM '94
DSN (1)

DATE OF RECEIPT



OFFICE OF THE
SECRETARY OF STATE

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATION

J. P. GULLION
Director

DO NOT WRITE IN THESE SPACES - FOR USE ONLY

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

1. Corporation Name: NEW INVESTING, INC.
2. Secretary Name: Michelle M. Benkel
3. Address: Aston & Bird, 1201 West Peachtree Street
Atlanta, Georgia 30309-3424
4. Phone: 404-881-7000

NOTE: 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 \$80.00 TO THIS FORM)
- 2. ARTICLES OF INCORPORATION
- 3. CERTIFICATE OF ARTICLES OF INCORPORATION

The information on this form will be entered in the Secretary of State's public record system. If you are filing a Certificate of Incorporation or a Certificate of Amendment to the Articles of Incorporation, you must also file a copy of the Certificate of Incorporation or the Certificate of Amendment with a publishing firm or a newspaper of general circulation or deliver it to the authorized newspaper as required by law.

Signature: Michelle M. Benkel
Name: Michelle M. Benkel
Date: 8/18/94

STATE OF GEORGIA

Secretary of State
Corporation Division
313 West Tower
82 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1330

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

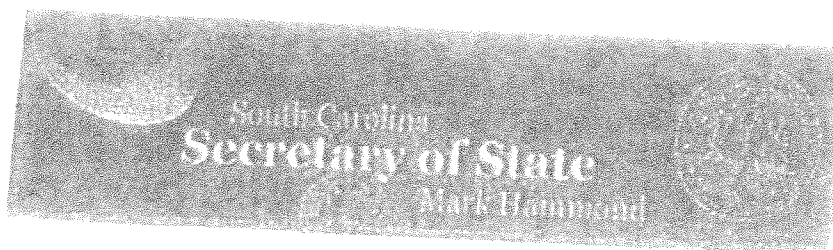
This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending 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 #: INGV97UF



RHA/HOUSING, INC.

Note: This online database was last updated on 3/29/2013 6:02:00 PM.
See our Disclaimer.

DOMESTIC / FOREIGN: Foreign
STATUS: Good Standing
STATE OF INCORPORATION: GEORGIA
/ ORGANIZATION: 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	

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3/1/2013

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

RESOURCE HOUSING GROUP, INC.

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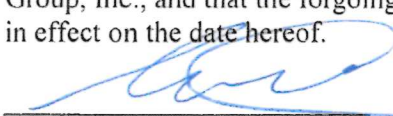
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Certificate

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

AMENDED AND RESTATED
BYLAWS
OF
RESOURCE HOUSING GROUP, INC.

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

ARTICLE THREE

Membership

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

ARTICLE FOUR

Board of Directors

4.1 Authorit And Responsibili.

(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 Advisor 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

RIIA/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 Non-profit 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 Governin Instruments. The corporation shall be governed by its articles of incorporation and its bylaws.

ARTICLE THREE

Membership

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

ARTICLE FOUR

Board of Directors

4.1 Authorit And Res onsbili.

(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 Advisor 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.

APPROVED:

RHA/HOUSING INC.

ATTEST:

By:

Assistant Secretary

Date: December 1, 2005

FORM LLC

LIMITED LIABILITY COMPANY	Development Name: <u>Peaks of Manning II</u> City: <u>Manning</u> , S.C.
Name of LLC: <u>RHG Investments, LLC</u> LLC includes the following: ☒ For Profit ☐ Non-Profit Address: <u>1819 Peachtree Rd Ste 520</u> City: <u>Atlanta</u> State: <u>GA</u> Zip: <u>30309</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>1819 Peachtree Rd, Ste 520</u> City, State, Zip: <u>Atlanta GA 30309</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



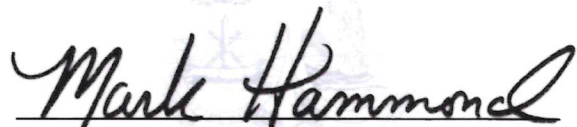
Office of Secretary of State Mark Hammond

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 28th day
of April, 2026.


Mark Hammond, Secretary of State

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

Filing ID: 200602-1615109

Filing Date: 06/02/2020

Apr 28 2026
REFERENCE ID: 2205865

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**


SECRETARY OF STATE OF SOUTH CAROLINA

**RE 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

South Carolina 29223

(City)

(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

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

Apr 28 2026
REFERENCE ID: 2205865


SECRETARY OF STATE OF SOUTH CAROLINA

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

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

Control Number : 20032577

Apr 28 2026
REFERENCE ID: 2205865


SECRETARY OF STATE OF SOUTH CAROLINA

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 : 19173329
Date Inc/Auth/Filed: 02/27/2020
Jurisdiction : Georgia
Print Date : 06/02/2020
Form Number : 211





Brad Raffensperger
Secretary of State

Filing ID: 200602-1615109

Filing Date: 06/02/2020

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
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(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

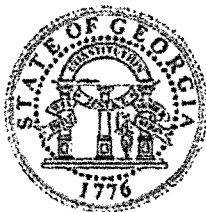
I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on **2/27/2020** converting

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 24 day of February, 2020.

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

By:



Chase Northcutt, Authorized Representative

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

