

**ORGANIZATION REVIEW -- CORPORATIONS
COMPLIANCE WITH MHDC REQUIREMENTS**
(Add to all Bylaws)

"MHDC REQUIREMENTS: The Corporation is authorized to execute a Deed of Trust Note and Deed of Trust Security Agreement in order to secure a loan to be made by the Missouri Housing Development Commission ("MHDC") and to execute an MHDC Regulatory Agreement, and such other documents as may be required by MHDC, or any other lender in connection with such loan.

Upon execution, the MHDC Regulatory Agreement shall be binding upon the Corporation and all of the directors and shareholders, whether they become directors or shareholders before or after the execution of such MHDC Regulatory Agreement, and such MHDC Regulatory Agreement shall remain binding upon the Corporation and the directors and shareholders so long as a Deed of Trust and Security Agreement on the Corporation property is held by MHDC or its successors or assigns.

Any incoming director or shareholder shall, as a condition of receiving an interest in the Corporation, agree(s) to be bound by the Deed of Trust Note, the Deed of Trust and Security Agreement, the MHDC Regulatory Agreement, and all other documents required by MHDC, or any lender in connection with such loan to the same extent and upon the same terms as the other directors and shareholders.

Upon dissolution of the Corporation, no title or right to possession and control of the Corporation property, and no right to collect the rents therefrom, shall pass to any Corporation or person who is not bound by the MHDC Regulatory Agreement in a manner satisfactory to MHDC.

Any other provisions of these Articles of Incorporation to the contrary notwithstanding, so long as the Corporation is encumbered by a Deed of Trust and Security Agreement held by MHDC or its successors or assigns: (i) no distributions as that term is defined in the MHDC Regulatory Agreement or payments to any director or shareholder shall be made except as permitted by the terms of the MHDC Regulatory Agreement; and, (ii) the provisions contained in this section shall not be deleted, amended or modified without the prior written consent of MHDC.

If anything in this Agreement conflicts with the MHDC Regulatory Agreement, the Regulatory Agreement shall prevail."