

(e) incur any liability (direct or contingent) exceeding in the aggregate Five Thousand (\$5,000.00) Dollars at any time, or maturing more than one (1) year from the date of the creation thereof except the indebtedness secured by the Mortgage and indebtedness necessarily incidental to the execution and delivery by the corporation of such Mortgage and of the Building Loan Agreement; or

(f) consolidate or merge the corporation into or with any other corporation; go into voluntary liquidation; carry into effect any plan of reorganization of the corporation; redeem or cancel any of the shares of its Preferred Stock, or purchase or otherwise acquire any of its shares of either class, or effect any changes whatsoever in its capital stock or capital or the shares thereof, (or issue its Common Stock in excess of \$100.00 of par value thereof); alter, amend or repeal the By-Laws; alter or amend this Certificate of Incorporation; or fail to establish and maintain reserves as set forth in this Certificate of Incorporation, in the By-Laws of the Corporation and/or in the insured Mortgage of the Corporation and/or in any contract between the Corporation and the Administrator.

3. (a) The happening of any of the following events shall constitute a "Default" within the meaning of that word as used in this certificate:

(1) The failure of the corporation to have dismissed within thirty (30) days after commencement, any receivership, bankruptcy, liquidation, dissolution, or winding up proceeding instituted by or against the corporation.

(2) The failure of the corporation, continuing for a period of thirty (30) days, to pay the principal, interest, or other payment due on any note, bond or other obligation executed by it.

(3) The failure of the corporation, continuing for a period of fifteen (15) days without the written approval of the Administrator, to perform any of the covenants, conditions, or provisions required by it to be performed by this certificate, the by-laws of the corporation, the Mortgage, or any contract to which the corporation and the Administrator shall be parties.

(b) Upon any Default by the corporation, the President or the Secretary, or either of them as may be required by law, shall, at the request in writing of the holders of record of a majority of shares of the Preferred Stock, addressed to him at the office of the corporation hereinafove designated and stating the purpose of the meeting, forthwith call a special meeting, to take place within ten (10) days after such call of the Preferred Stock shareholders for the removal of existing Directors and the election of new Directors. If such officer shall fail to issue a call for such meeting within three (3) days after the receipt of such request, then the holders of a majority of the shares of the Preferred Stock may do so by giving notice as provided by law, or, if not so provided, then by giving ten (10) days notice of the time, place, and object of the meeting by advertisement inserted in any newspaper published in the county or city in which the principal office of the corporation is situated. When such Default shall have been cured, the President or the Secretary, or either of them as may be required by law, shall, at the written request of the holders of a majority of the outstanding shares of the capital stock of the corporation, call in the manner provided by law, a special meeting of the stockholders of the corporation at which the then existing Directors may be removed and new Directors elected in the manner provided hereinbefore. Such officer shall give notice as provided by law, or, if not so provided, he shall give ten (10) days notice of the time, place, and object of such meeting as above provided.

(c) The term of office of any officer of the corporation shall terminate upon the election and qualification of his successor at any meeting of the Board of Directors.

4. The following provisions are hereby adopted for the purpose of the management of the business and for the conduct of the affairs of the corporation and in creation, definition, limitation and regulation of the powers of the corporation, the Directors and stockholders, and of the respective classes of stockholders: