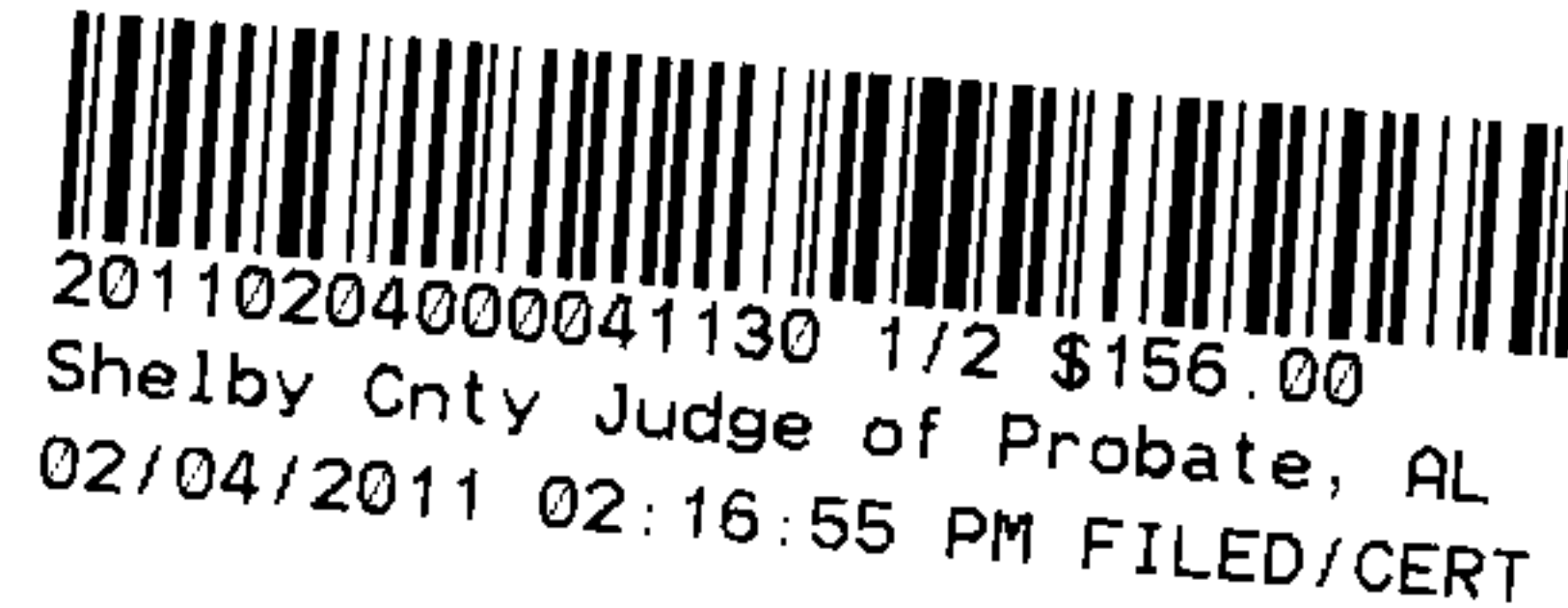


This instrument prepared by:
T. Atkins Roberts, Jr., Esq.
Bradley Arant Boult Cummings LLP
One Federal Place
1819 Fifth Avenue North
Birmingham, Alabama 35203



CERTIFICATE OF LIMITED PARTNERSHIP
OF
COOSA VILLAGE APARTMENTS, LTD.

The undersigned hereby execute this Certificate of Limited Partnership of Coosa Village Apartments, Ltd. for the purpose of forming a limited partnership pursuant to the Alabama Limited Partnership Law (the "Act").

1. The name of the limited partnership is Coosa Village Apartments, Ltd.
2. The limited partnership is organized to engage in such business or businesses as may be carried on by a limited partnership pursuant to Section 10A-9-1.06 of the Act, including, without limitation, acquiring, owning, improving, renting, mortgaging, encumbering, selling, exchanging, and otherwise dealing in and with real property, whether improved or unimproved, especially real property developed to benefit persons of low and moderate income as the General Partner shall in its sole discretion determine.
3. The street address of the office required to be maintained by Section 10A-1-5.31 of the Act is 100 Village Street, Birmingham, Alabama 35242.
4. The name and street address of the agent for service of process are Chester L. Parker, Jr. and 100 Village Street, Birmingham, Alabama 35242.
5. The name and address of each general partner is as follows:

C&S Coosa, LLC
100 Village Street
Birmingham, Alabama 35242
6. The term for which the Partnership is to exist is from the execution and filing of this Certificate until the close of business on December 31, 2061 or when all of the partners agree to a dissolution of the Partnership or as otherwise provided in the Agreement of Limited Partnership.
7. Except as otherwise provided in the Agreement of Limited Partnership or by the unanimous consent of all partners, no partner shall have the power to grant to an assignee of any part of such partner's partnership interest to become a partner.

Each general partner of the Partnership has executed this Certificate of Limited Partnership as of the 1st day of ~~March~~, 2011.

February,

GENERAL PARTNER:

C&S COOSA, LLC

By: *Chester L. Parker, Jr*

Name: *CHESTER L. PARKER, JR*

Its: Member



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Shelby Cnty Judge of Probate, AL
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