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November 28, 2000

State of Florida
Division of Corporations
New Filings
409 East Gaines Street
Tallahassee, Florida 32399

300003480053--9
-11/29/00--01069--012
*****78.75 *****78.75

Re: Articles of Incorporation & Certificate of Registered Agent for
Non-Profit Corporation -
CAPFA CAPITAL CORP. 2000F

FILED
00 NOV 29 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear sir / madam:

Enclosed please find two executed original Articles of Incorporation and Acceptance of Registered Agent for the captioned non-profit corporation. Please stamp and return one original as a conformed copy and provide a Certificate of Status. Also enclosed is a check for the filing fees of \$78.75.

Thank you. If I can be of service please call.

Very truly yours,

Wm. L. Zvara

William L. Zvara

Enclosures

12-4
10

ARTICLES OF INCORPORATION

of

CAPFA CAPITAL CORP. 2000F

(A Corporation Not For Profit)

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PREAMBLE

Pursuant to the Florida Not For Profit Corporation Act, the undersigned incorporator hereby forms a corporation not for profit and files with the Secretary of State of the State of Florida these Articles of Incorporation of CAPFA CAPITAL CORP. 2000F, a corporation not for profit formed under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is CAPFA CAPITAL CORP. 2000F

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation shall be located at 99 Riverside Drive, Moore Haven, Florida 33471.

ARTICLE III

PURPOSE

The purpose of this corporation is to serve as an Instrumentality of the Capital Projects Finance Authority, under and pursuant to Ordinance No. 214 enacted by the City of Moore Haven, Florida, on September 23, 1993, as amended by Ordinance No. 245 enacted by the City on May 26, 1998, as further amended from time to time; the corporation is a special purpose corporation acting as an Instrumentality of the Authority under and pursuant to such Ordinance for purposes limited to the Capital Projects Finance Authority Student Housing Revenue Bonds (Capital Projects Loan Program – Florida Universities) Series 2000F and Series 2000G, and the Projects financed with such Bonds; so long as such Bonds are outstanding, the corporation shall not acquire, construct, develop, lease or maintain any material interest in property, realty or personalty, except for such Project assets, however, after such Bonds are no longer outstanding the corporation may engage in other public municipal purposes or may be dissolved; and the purpose of the corporation is to further other public municipal

purposes consistent with all the foregoing, and to further other public municipal purposes enumerated in the By-Laws of this corporation; and to that end to adopt and establish By-Laws, and make all rules and regulations deemed necessary for the management of its affairs, in accordance with law and not inconsistent with these Articles of Incorporation, to take, manage, hold, mortgage, lease and dispose of the property, real and personal, of said corporation, to acquire and convey title to such property, to defend title to such property, and to manage, invest and spend funds entrusted to it for such purposes.

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 4810 Arapahoe Avenue, Jacksonville, Florida 32210 and the initial registered agent of this corporation at that address is William L. Zvara.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Board of Directors of this corporation shall be composed of the governing body of the Capital Projects Finance Authority acting ex-officio as the Board of Directors (so long as the governing body of the Capital Projects Finance Authority is comprised of the City Council of the City of Moore Haven, Florida, acting ex-officio as the governing body of the Authority, as provided in the Ordinance described in the purpose clause hereof). The Board of Directors shall have five (5) Directors initially. The method of election of the Board of Directors shall be regulated, and the Board of Directors may be increased or decreased from time to time, as provided in the By-Laws, provided that there shall never be less than the minimum number of Directors as required by law. The name and street address of each initial Director of this corporation who shall serve until a successor is duly elected and qualified is:

Name:	Address:
Dave McGee	300 Railroad Avenue Moore Haven, Florida 33471
Wayne Owens	301 Avenue H, P.O. Box 523 Moore Haven, Florida 33471
Harry H. Ogletree	242 Avenue K, P.O. Box 572 Moore Haven, Florida 33471
R.G. Harris	300 Avenue K, P.O. Box 392 Moore Haven, Florida 33471

Beaman Rich

743 Avenue B, P.O. Box 976
Moore Haven, Florida 33471

ARTICLE VI

QUALIFICATION OF MEMBERS

The sole member of this corporation shall be the governing body of the Capital Projects Finance Authority, as shall be regulated by the By-Laws.

ARTICLE VII

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII

MANAGEMENT

The affairs of this corporation shall be managed by the Board of Directors in accordance with the By-Laws. The officers of this corporation shall be a president, a secretary, a treasurer, and such other officers as may be provided in the By-Laws. The officers shall be elected or appointed at least annually by the Board of Directors in accordance with the By-Laws.

ARTICLE IX

BY-LAWS

The Board of Directors may provide such By-Laws for the conduct of its business and carrying out of its purposes as may be necessary from time to time. The By-Laws may be amended, restated, altered or rescinded by a majority vote of the Board of Directors present at any regular meeting or any special meeting called for that purpose at which a quorum is present.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended at any meeting of the Board of Directors called for the purpose of considering amendments to the Articles of Incorporation, and such amendments shall become effective upon a majority vote of the Directors present at any regular or special meeting at which a quorum is present.

ARTICLE XI

NOT FOR PROFIT STATUS

(A) This corporation is organized exclusively for public municipal purposes as established in the Ordinance described in the purpose clause hereof, including the making of distributions for any public municipal purpose to the Capital Projects Finance Authority or organizations that qualify as a public agency under such Ordinance and which are exempt from federal income tax under section 115 of the Internal Revenue Code, or corresponding section of any future federal tax code. (B) No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions for public municipal purposes as described herein. (C) Upon the dissolution of this corporation, all assets of this corporation remaining after payment of all costs and expenses of such dissolution shall be distributed to the Capital Projects Finance Authority for any public municipal purpose. (D) No loans shall be made from the corporation to any individual or any member, officer or director of the corporation.

ARTICLE XII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

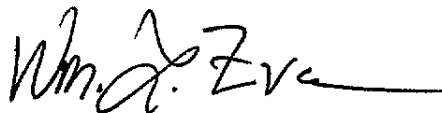
Name:

Address:

William L. Zvara

4810 Arapahoe Avenue
Jacksonville, Florida 32210

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28TH day of November, 2000.



William L. Zvara

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28 day of November, 2000 by William L. Zvara as incorporator.

 Personally known, OR

 ✓ Produced identification; Type of identification produced Fla Drivers License
2160-932-56-268-0

(NOTARY SEAL)



PAMELA B. BELCHER
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Sept. 20, 2003
Commission No. CC 872151

Pamela B. Belcher
NOTARY PUBLIC

CERTIFICATE OF REGISTERED AGENT

The undersigned, William L. Zvara, having been named registered agent and designated to accept service of process for CAPFA CAPITAL CORP. 2000F, at the registered office for said corporation at 4810 Arapahoe Avenue, Jacksonville, Florida 32210, is familiar with and hereby accepts the appointment as registered agent for said corporation, and hereby accepts the obligations of that position, all pursuant to Section 617.0501, Florida Statutes.

November 28, 2000

A handwritten signature in black ink, appearing to read "Wm. L. Zvara", written over a horizontal line.

William L. Zvara

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