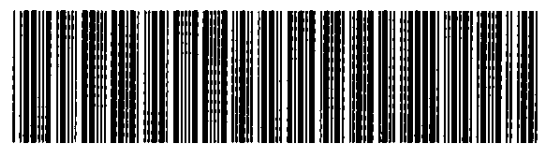


N09000005380

(Requestor's Name)

HFH of Marion Co.
P.O. Box 5578
Ocala, FL 34478



900156274919

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

05/22/09--01019--002 **78.75

(Business Entity Name)

(Document Number)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 26, 2009

HFH OF MARION CTY.
PO BOX 5578
OCALA, FL 34478

SUBJECT: HABITAT FOR HUMANITY OF FLORIDA, INC.
Ref. Number: W09000024601

We have received your document for HABITAT FOR HUMANITY OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 509A00017671

**ARTICLES OF INCORPORATION OF
HABITAT FOR HUMANITY OF
FLORIDA, INC.**

This corporation is organized as a nonprofit corporation under the [Florida Nonprofit Corporation Chapter 617] and as a tax-exempt support organization under Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code.

1. The name of the corporation is Habitat for Humanity of

Florida, Inc. Principle address 2931 NW 8th Place, Ocala, Florida 34475

2. This corporation is a public benefit corporation.

3. The corporation shall have perpetual duration and succession in its corporate name.

4. The corporation shall have no members.

5. The purposes for which the corporation is organized are as follows:

(a) To witness to and implement the Gospel of Jesus Christ in Florida and throughout the United States and the world by supporting and benefiting the work of affiliate projects of Habitat for Humanity International, Inc., which affiliate projects are working with economically disadvantaged people to help them to create a better human habitat in which to live and work;

(b) To communicate the Gospel of Jesus Christ by means of the spoken and written word;

(c) To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
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would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

(d) To support and benefit solely Habitat for Humanity International, Inc., and the affiliate projects of Habitat for Humanity International, Inc., now existing or hereafter established in Florida by seeking gifts, grants, and support which shall be held, administered, and disposed of to support and benefit the Affiliates or Habitat for Humanity International, Inc.

(e) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Florida Nonprofit Corporation Chapter 617

6. Except as hereinafter provided, the corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in the Florida Nonprofit Corporation Chapter 617

7. The powers and activities of the corporation shall be limited as follows:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any of its members, trustees, directors, officers, or other private persons, except that 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 these articles of incorporation. 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 any political campaign on behalf of or in opposition to any candidate for public office.

(b) Anything contained in these articles of incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the Florida state Nonprofit Corporation Chapter 617

(c) The corporation shall be operated, supervised, or controlled by the Affiliates and Habitat for Humanity International, Inc., and shall distribute its net earnings to the

Affiliates or Habitat for Humanity International, Inc., in such manner as the corporation may prescribe.

8. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person. In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be, as determined by the board of directors, distributed to or sold and the proceeds of such sales distributed to: (i) Habitat for Humanity International, Inc., a Georgia Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended; (ii) the Affiliates; or, (iii) any other organization(s) organized and operating for the same purposes for which the corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporations shall be exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these articles of incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these articles of incorporation, the Court of Marion County shall, upon application of one or more persons having a real interest in the corporation or its assets, make such distribution(s) as provided in these articles of incorporation.

9. The number of directors of the corporation and the method of their election shall be as provided in the bylaws. The number of directors constituting the initial board of directors shall be 12 and the names and addresses of the persons who shall serve as directors until their successors shall be elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
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See Attached

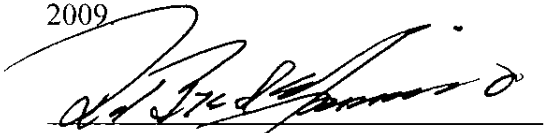
10. The street address of the corporation's initial registered office is 2931 NW 8th Place Ocala, Florida 34475 and the name of its initial registered agent at that office is Brad Nimmo

11. The name and address of the incorporator is Brad Nimmo 2931 NW 8th Place., Marion County, Ocala, Florida 34475

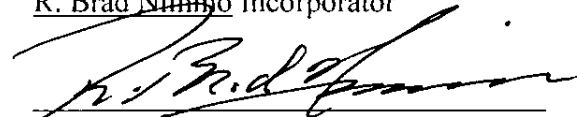
12. Directors of the corporation shall not personally be liable to the corporation [or members of the corporation] for monetary damages for breach of any duties to the

12. Directors of the corporation shall not personally be liable to the corporation [or members of the corporation] for monetary damages for breach of any duties to the corporation [and its members], except to the extent that such liability arises: (a) for any breach of the director's duty of loyalty to the corporation or its members; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for any transaction from which a director derived an improper personal economic benefit; or, (d) under sections 8.31-8.33 of the Florida Nonprofit Corporation Chapter 617

IN TESTIMONY WHEREOF, we have hereunto set our hands this 29 day of 2009,
2009



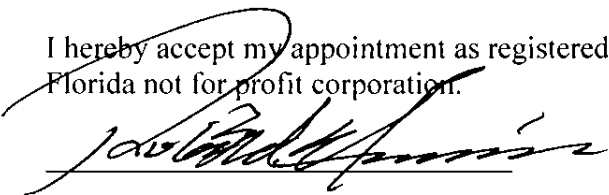
R. Brad Nimmo Incorporator



R. Brad Nimmo Initial Director

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Habitat for Humanity of Florida, Inc., a Florida not for profit corporation.



Date: 5/29/09

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CLERK OF STATE
TALLAHASSEE, FLORIDA

HFH Lee County
Vern Archibald
1288 N Tamiami Trl
N. Ft Myers FL 33903

Greater Orlando HFH
Dee Danmeyer
1925 Traylor Blvd
Orlando FL 32804

HFH Marion Co.
Brad Nimmo
Vice President
PO Box 5578
Ocala FL 34480

Pinellas HFH
Barbara Inman
3071 118th Ave N
St. Petersburg FL 33716

HFH South Palm Beach
Mike Campbell
100 E. Linton Blvd Ste 203A
Delray Beach FL 33483

Southeast Volusia HFH
Rosemary Walker
PO Box 1468
New Smyrna Beach FL 32170

Arcadia-Desoto Co. HFH
Jane Brylinger
33 W Magnolia St.
Arcadia FL 34265

Charlotte Co. HFH
Mike Mansfield
Secretary/Treasurer
1750 Manzana Ave
Punta Gorda FL 33950

HFH of Collier County
Sam Durso
11145 Tamiami Tr. E
Naples FL 34113

East Pasco HFH
John Finnerty
President
STE 420
Dade City FL 33523

HFH of Jacksonville Beach
Ralph Marcello
PO Box 50939
Jacksonville Beach FL 32240

HFH of Jacksonville
Mary Kay O'Rourke
2404 Hubbard St
Jacksonville FL 32206

n
Pensacola HFH
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Rosemary Walker
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New Smyrna Beach, FL 32170