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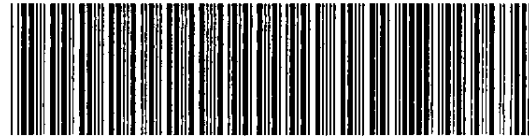
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HAYGOOD & HARRIS, L.L.C.

ATTORNEYS AT LAW

J. Michael Haygood, Esquire
J. Michael Haygood, P.A.
E-mail: mhaygood@hayharrislaw.com

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Harris & Associates, L.L.C.
E-mail: sharris@hayharrislaw.com

VIA OVERNIGHT DELIVERY

May 25, 2011

Department of State
Division of Corporation
Corporate Filings
Clifton Building
2661 Executive Center Drive
Tallahassee, FL 32301

Re: Riviera Beach CDE, Inc.

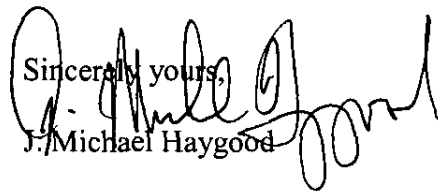
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced not for profit corporation for filing with your office. Please forward any questions or comments regarding the filing of these articles to me at the above referenced address.

I have enclosed a check in the amount of \$87.50 to cover the cost of filing fee, a certified copy and certificate of good standing.

Sincerely yours,

J. Michael Haygood



ARTICLES OF INCORPORATION

OF

**RIVIERA BEACH CDE, INC.
a Florida not-for-profit corporation**

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

RIVIERA BEACH CDE, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The address of the principal office and the mailing address of the Corporation is:

2001 Broadway, Suite 300
Riviera Beach, FL 33404

ARTICLE III. PURPOSES.

A. This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. The primary purpose of the corporation is to operate within the redevelopment area of Riviera Beach as established by the City of Riviera Beach City Council ("Redevelopment Area"), and acquire, rehabilitate and operate affordable housing units, to provide for safe, sanitary and decent affordable housing for families of modest means and/or the elderly, to provide investment capital to low income communities or persons of low income and to engage in other community development activities for neighborhood improvement and community and economic development by providing sustainable job opportunities for low income residents. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501(c) (3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may

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promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

(1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

(3) To borrow money but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a) (2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall exist perpetually.

ARTICLE V. DIRECTORS.

All Directors of the corporation shall be elected as provided in the Bylaws; provided that this corporation shall have at least three (3) directors who are either City of Riviera Beach or

Riviera Beach Community Redevelopment Agency employees and two shall be residents or business owners of the Redevelopment Area and represent low income communities. The initial board of directors shall be:

1. Tony Brown, President
2. Scott Evans, Vice President
3. Mary McKinney
4. Michael Clark
5. John Howard

All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Directors of the corporation. The Directors shall have the sole voting power.

ARTICLE VI. REGISTERED AGENT.

The name and address of the registered agent of the corporation is:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| J. Michael Haygood | 1551 Forum Place Suite 440-B West Palm Beach, FL 33401 |

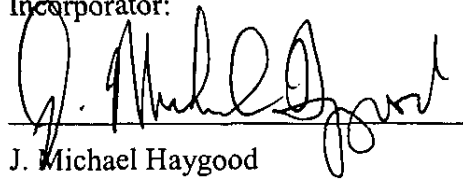
ARTICLE VII. INCORPORATOR.

The name and address of the incorporator of the corporation is:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| J. Michael Haygood | 1551 Forum Place, 400-B West Palm Beach, Florida 33401 |

Executed at West Palm Beach, Florida, this 25th day of May, 2011.

Incorporator:



J. Michael Haygood

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent J. Michael Haygood, a Florida not-for-profit corporation, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 617.023.

Date: May 25, 2011



J. MICHAEL HAYGOOD

Print Name

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