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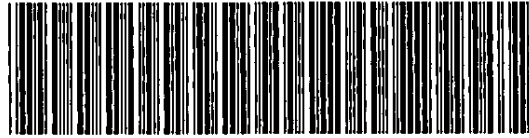
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SECRETARY OF STATE
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VH



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Thomas V. Eagan
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April 22, 2013

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Workforce Housing Foundation, Inc.

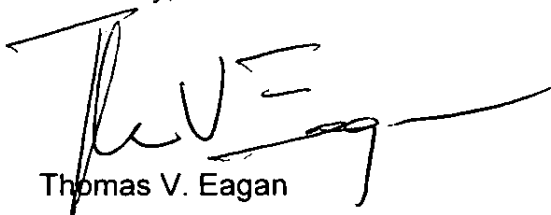
Dear Ladies or Gentlemen:

Enclosed please find the original Articles of Incorporation for Workforce Housing Foundation, Inc., along with our check in the amount of \$78.75 as follows:

- | | | |
|----|--------------------------------------|---------|
| 1. | Articles of Incorporation Filing Fee | \$35.00 |
| 2. | Registered Agent Fee | \$35.00 |
| 2. | Certified Copy Fee | \$8.75 |

Please call if you have any questions regarding the foregoing.

Sincerely,



Thomas V. Eagan

Enclosures

37 Offices in 18 Countries

Squire Sanders (US) LLP is part of the international legal practice Squire Sanders which operates worldwide through a number of separate legal entities.

Please visit squiresanders.com for more information.

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ARTICLES OF INCORPORATION
OF
WORKFORCE HOUSING FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

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TALLAHASSEE FLORIDA

The undersigned incorporate 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 1

NAME

The name of this corporation is: Workforce Housing Foundation, Inc.

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is:
200 South Biscayne Boulevard, Suite 4100, Miami, Florida 33131

ARTICLE 3

PURPOSES

A. This corporation is organized and shall operate exclusively for educational, charitable and scientific purposes. The primary purpose of the corporation is to combat urban decay and to assist in the process of transforming communities through the development of workforce housing projects, and otherwise promoting workforce housing. The Corporation's activities will include addressing: (i) deindustrialization, depopulation or changing populations of a community, (ii) rehabilitation or re-use of abandoned buildings, and (iii) high local unemployment, fragmented families, political disenfranchisement, crime, and a desolate, inhospitable community landscape. The purposes of the Corporation shall be limited in all events to

exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code"). 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 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;

(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;

(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;

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

(5) To contract with for profit or other not-for profit entities and individuals in order to accomplish its mission and goals; 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 the Code, 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 or person, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in the Code. 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 substantial 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 operated exclusively for public purposes, which are then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Code, or to the federal, state or local government for exclusively public purposes.

ARTICLE 4

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE 5

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 shall be appointed at the initial meeting of the Corporation in accordance with the Bylaws. 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. The name and address of the persons appointed to act as the initial Directors of this Corporation are:

NAME	ADDRESS
Jack Manning	200 S. Biscayne Blvd, Suite 4100, Miami, FL 33131
Bob Dickinson	200 S. Biscayne Blvd, Suite 4100, Miami, FL 33131
Thomas V. Eagan	200 S. Biscayne Blvd, Suite 4100, Miami, FL 33131

ARTICLE 6

REGISTERED AGENT

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

NAME	ADDRESS
Thomas V. Eagan	200 S. Biscayne Blvd, Suite 4100, Miami, FL 33131

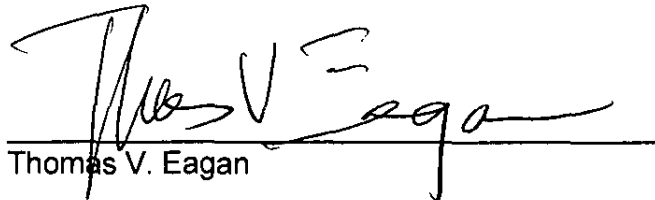
ARTICLE 7

INCORPORATOR

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


NAME	ADDRESS
Thomas V. Eagan	200 S. Biscayne Blvd, Suite 4100, Miami, FL 33131

Executed at Miami, Florida, this 22nd day of April, 2013.


Thomas V. Eagan

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Workforce Housing Foundation, Inc., 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.



Thomas V. Eagan
Date: April 22, 2013

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