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REFERENCE: 0151.2775

DATE: 6-5-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Coalition of Affordable Housing

Providers, Inc

STATE FEES PREPAID WITH CHECK # 2608 FOR \$ 122.50

RECEIVED
98 JUN - 5 AM 10:05
DIVISION OF CORPORATION

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PLEASE FILE:

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| ☒ ARTICLES OF INC. | ☐ AMENDMENT | ☐ DISSOLUTION |
| ☐ ANNUAL REPORT | ☐ MERGER | ☐ WITHDRAWAL |
| ☐ QUALIFICATION | ☐ LIMITED PARTNERSHIP | ☐ ANNUAL REPORT |
| ☐ FICTITIOUS NAME | ☐ LIMITED LIABILITY | ☐ REINSTATEMENT |
| ☐ TRADEMARK/SERVICE | ☐ UCC-1 | ☐ UCC-3 |

FILED
98 JUN - 5 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROVIDE US WITH:

- | | | |
|--|--|---------------------------------------|
| ☒ CERTIFIED COPY | ☐ CERTIFICATE OF STATUS | ☐ STAMPED COPY |
|--|--|---------------------------------------|

Examiner's Initials

OK 6/7/98

ARTICLES OF INCORPORATION

FILED

OF

98 JUN -5 PM 12: 11

COALITION OF AFFORDABLE HOUSING PROVIDERS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I
NAME

The name of this corporation is COALITION OF AFFORDABLE HOUSING PROVIDERS, INC. (the "Corporation").

ARTICLE II
ADDRESS

The address of the principal office and the mailing address of the Corporation is 215 South Monroe Street, Tallahassee, Florida 32301.

ARTICLE III
PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a non-profit corporation under the Florida Not-For-Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are to serve as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

Furthermore, the purposes for which the Corporation is organized are to promote the affordable housing industry in the State of Florida through networking and dissemination of information. The Corporation shall seek to identify innovative mechanisms to develop affordable housing and to educate the policy makers and citizens of the State of Florida concerning the positive impact of affordable housing in the State of Florida. The Corporation shall also advocate legislature initiatives concerning the affordable housing industry.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from federal income

tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE IV
POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V
MEMBERS

The Corporation shall be organized on a non-stock basis. Admission of members shall be governed by the Bylaws. Members shall be either natural persons over the age of eighteen years, corporations or partnerships, as provided by the Bylaws.

ARTICLE VI
TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII
SUBSCRIBER

The name and address of the subscriber to these Articles are as follows:

Brian J. McDonough
Stearns Weaver Miller
Weissler Alhadeff & Sitterson, P.A.
23rd Floor
150 West Flagler Street
Miami, Florida 33130

ARTICLE VIII
BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The Board of Directors shall be appointed as provided in the By-Laws of the Corporation. The number of members on the initial Board of Directors shall be twelve (12) and thereafter may be increased or decreased from time to time by the resolution of the Board of Directors, but shall never be less than three (3). The names and addresses of the persons who shall serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected are:

Kristen Packard
Vestcor Equities, Inc.
3030 Hartley Road
Suite 100
Jacksonville, FL 32257

Charles Palmer
America's Preferred Homes, Inc.
950 N. Orlando Avenue, #320
Winter Park, FL 32789

Debra Koehler
The Wilson Company
6200 Courtney Campbell Cswy.
Suite 600
Tampa, FL 33607

Beth Bellner
AGM Financial
Services, Inc.
1056 Saddleback Ridge Rd.
Apopka, FL 32703

Todd Borck
Wendover Housing Partners, Inc.
1275 Lake Weathrow Lane
Suite 105
Heathrow, FL 32746

Charles S. Carlton
LCA Development II, Inc.
3300 South Hiawasse Road
Suite 107
Orlando, FL 32835

Helen Feinberg
William R. Hough & Co.
100 Second Avenue South
Suite 800
St. Petersburg, FL 33701

Mark Hendrickson
1404 Alban Avenue
Tallahassee, FL 32301-5702

Jeffrey Kiss
Kiss and Company, Inc.
1381 Sawgrass Court
Winter Park, FL 32792

Donna Pepper
Coronado Construction
Corporation
2105 Park Avenue North
Winter Park, FL 32789

Marc S. Plonskier
The Gatehouse Group, Inc.
313 Congress Street
Boston, MA 02210

Paula Ryan
White Oak Real Estate
Development Corporation
222 Clematis Street
Suite 206
West Palm Beach, FL 33401

In addition, Brian McDonough, at Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., located at 150 West Flagler Street, 23rd Floor, Miami, Florida 33130 shall serve as an ex officio member of the Board of Directors without vote.

ARTICLE IX
BYLAWS

Section 1. The Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded upon (a) the recommendation of the Board of Directors by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors called for such purpose and (b) the approval of the Members by the vote of two-thirds (2/3) of the Members present at any duly constituted meeting of the Members called for such purpose.

Section 3. The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors, the officers and the members, the control of property owned by the Corporation and such other things as shall be necessary and proper for the carrying on of the business of the Corporation.

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended by (a) the recommendation of the Board of Directors by the majority vote of the Directors present at a duly constituted meeting called for such purpose and (b) the approval of the Members by the vote of two-thirds (2/3) of the Members present at a duly constituted meeting of the Members called for such purpose.

ARTICLE XI
NO PERSONAL LIABILITY

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

ARTICLE XII
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by contribution to an organization qualifying for exemption from federal

income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto), or as otherwise provided in the Bylaws.

ARTICLE XIII
PROHIBITION AGAINST PRIVATE BENEFIT

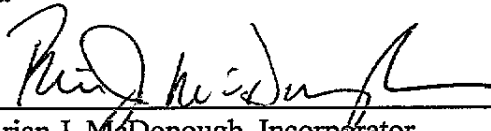
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, other private persons or for-profit corporations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE XIV
REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the Corporation are:

CORPDIRECT Agents
103 N. Meridian Street
Lower Level
Tallahassee, Florida 32301

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal, this 4th day of June, 1998, for the purposes of forming the Corporation not for profit under the laws of the State of Florida.



Brian J. McDonough, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That COALITION OF AFFORDABLE HOUSING PROVIDERS, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Tallahassee, County of Leon, State of Florida, has named CORPDIRECT Agents, located at 103 N. Meridian Street, Lower Level, City of Tallahassee, County of Leon, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

CORPDIRECT Agents

By: Cynthia A. Hicks
Registered Agent

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98 JUN -5 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA