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April 28, 1998

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-11/20/98--01069--015
****122.50 ****78.75

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Habitat Resources of Duval County, Inc., a Florida corporation not for profit

Gentlemen:

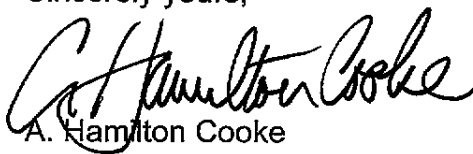
Enclosed for filing is the original Articles of Incorporation of Habitat Resources of Duval County, Inc. Also enclosed is an extra copy of the signed Articles for the purpose of certification.

I also enclose my check in the amount of \$122.50 in payment of the filing fee of \$35.00, the Registered Agent Designation fee of \$35.00, and the cost of a certified copy of the Articles of \$52.50.

Please return the certified copy to me at your earliest convenience.

Thank you for your assistance.

Sincerely yours,


A. Hamilton Cooke

AHC/mj
Enclosures
cc: Frank Barker
(Habitat:DeptofRev-Filing-Art-Inc)

FILED
98 NOV 20 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
11-24-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HABITAT RESOURCES OF DUVAL COUNTY, INC.**

(a Florida corporation not for profit)

The undersigned being desirous of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, and in accordance with all pertinent laws of the State of Florida, do hereby sub scribe and adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of this corporation is: **HABITAT RESOURCES OF DUVAL COUNTY, INC.** The initial principal address of the corporation is 2404 Hubbard Street, Jacksonville, Florida 32206.

ARTICLE II

Duration

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

Purposes

The general nature of the objects and purposes of this corporation are as follows:

- A. To work with economically disadvantaged people to help them create a better human habitat in which to live and work.

- B. To work in cooperation with other agencies and groups which have a kindred purpose.
- C. To receive, maintain, accept and disburse funds to be utilized for closing costs, infra-structure or construction improvements or site development in connection with the building and closing of homes by Habitat For Humanity of Jacksonville, Inc., a Florida not for profit corporation, for the purpose of providing affordable housing for low income families.
- D. To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better habitat for economically disadvantaged people.
- E. To provide decent housing that is affordable to low and moderate income persons regardless of religious affiliation or belief.
- F. 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 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 purpose other than charitable purposes, or which would jeopardize the Federal Income Tax exemption of this corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or acts in amendment thereof or substitution therefor.

In carrying out its purposes, the corporation may receive, hold, invest and reinvest gifts and grants of money or property, collect income, sell or lease property, and disburse funds to any person or organization, public or private.

This corporation is organized and will operate exclusively for exempt purposes. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any member, officer or director of this corporation or other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). No substantial part of the activities of the

corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. No part of this corporation's activities shall consist of providing commercial type insurance.

Notwithstanding any other provision of these Articles, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the Code) (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Powers

This corporation shall have all powers provided for corporations not for profit by Florida Statutes, Chapter 617, or corresponding provisions of any subsequent statute, and all the powers of any other statute or law which do not in any way adversely affect the corporation's status as a corporation not for profit under Florida Statutes, Chapter 617.

ARTICLE V

Members

The initial members of this corporation shall be the officers and members of the Board of Directors of this corporation, as well as any other person who is willing to serve and is accepted by the Board of Directors and officers, on a volunteer basis, to further the

purposes of this corporation. The specific qualifications for additional members and the manner of their admission shall be regulated by the Bylaws of this corporation.

ARTICLE VI

Registered Office and Registered Agent

The street address and city of the initial registered office of the corporation is 2404 Hubbard Street, Jacksonville, Florida 32206, and the name of its initial registered agent at such address is Frank Barker.

ARTICLE VII

Directors

This corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than three (3). The names and addresses of the persons who are to serve as the initial directors are:

Mr. Brian Currie
50 N. Laura Street
Jacksonville, FL 32202

Mrs. Betty Nicolson
11624 Wellington Way
Jacksonville, FL 32223

Mr. Harry Parsons, Jr.
1301 Riverplace Blvd, #2400
Jacksonville, FL 32207

Mr. Frank Barker
47 W. Ninth Street
Jacksonville, FL 32206

Ms. Felecia Johnson
2024 Meharry Avenue
Jacksonville, FL 32254

ARTICLE VIII

Non-Stock Basis

This corporation is organized upon a non-stock basis.

ARTICLE IX

Incorporators

The names and addresses of the incorporators of these Articles of Incorporation are:

Mr. Brian Currie
50 N. Laura Street
Jacksonville, FL 32202

Mrs. Betty Nicolson
11624 Wellington Way
Jacksonville, FL 32223

Mr. Harry Parsons, Jr.
1301 Riverplace Blvd, #2400
Jacksonville, FL 32207

Mr. Frank Barker
47 W. Ninth Street
Jacksonville, FL 32206

Ms. Felecia Johnson
2024 Meharry Avenue
Jacksonville, FL 32254

ARTICLE X

Officers

There shall be a President, a Vice President, a Secretary, and a Treasurer, who will manage the affairs of the corporation, as well as such other officers as may be prescribed from time to time in the Bylaws. The officers shall be elected at the annual meeting of the corporation and shall serve until their successors are elected and qualified. The officers shall serve such terms and perform such duties as may be prescribed from time to time in the Bylaws. The following persons shall constitute the initial officers of the corporation to serve until their successors have been elected and qualified:

President	-	Brian Currie
Vice President	-	Frank Barker
Secretary	-	Betty Nicolson
Treasurer	-	Harry Parsons, Jr.

ARTICLE XI

Bylaws

The Board of Directors of this corporation shall adopt Bylaws not inconsistent with these Articles of Incorporation for the conduct of the corporation's business and the carrying out of its purposes. The Bylaws may be amended, altered or rescinded in whole or in part, from time to time, by a two-thirds (2/3) vote of the members of the Board of Directors present at a meeting at which a quorum is present; provided, however, that if the meeting is other than the annual meeting of the Board of Directors, ten (10) days' notice in writing of the time, place and purpose of such meeting shall be given to each Director unless such notice shall be waived in writing; provided further, that any changes in the bylaws approved by the Board of Directors shall subsequently be affirmed by a majority vote of the members of the corporation present at the next duly noticed meeting of the members of the corporation.

ARTICLE XII

Dissolution

Upon the dissolution of this corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by

the Circuit Court in and for the Judicial Circuit in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

Amendments to Articles of Incorporation

These Articles of Incorporation may be amended from time to time as provided by the laws of Florida applicable to corporations not for profit. In the event there shall be no specific provision, or inadequate provisions, for such amendment under Florida law at the time of such intended amendment, then the manner of amendment shall be that manner of amendment provided under Florida Statutes §617.017, to the extent this Statute does not conflict with applicable law then in effect.

ARTICLE XIV

Affiliation With Habitat For Humanity of Jacksonville, Inc.

This corporation will be affiliated with, subordinate to and subject to the authority of Habitat For Humanity of Jacksonville, Inc., a Florida not for profit corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have executed these Articles of Incorporation this 18 day of NOVEMBER, 1998.

Sign Name 
Print Name Brian Currie

Sign Name 
Print Name Harry Parsons, Jr.

Sign Name *Felecia Johnson*

Print Name Felecia Johnson

Sign Name *Betty Nicolson*

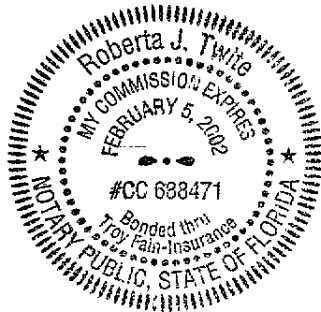
Print Name Betty Nicolson

Sign Name *Frank Barker*

Print Name Frank Barker

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of November, 1998, by **Brian Currie** who is personally known to me or [] who has produced a valid driver's license as identification.



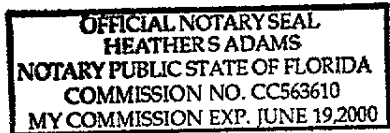
Sign Name *Roberta J Twite*

Print Name ROBERTA J. TWITE

Notary Public in and for the
County and State aforesaid
My commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18th day of November, 1998, by **Harry Parsons, Jr.** who is personally known to me or [] who has produced a valid driver's license as identification.



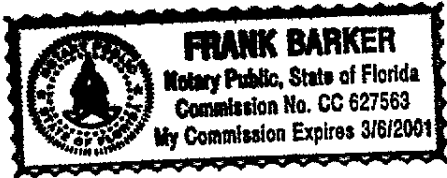
Sign Name *Heather S. Adams*

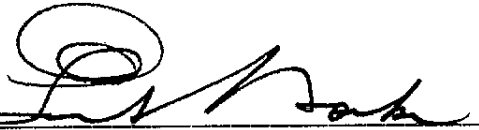
Print Name Heather S. Adams

Notary Public in and for the
County and State aforesaid
My commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18 day of NOVEMBER, 1998, by **Felecia Johnson** [] who is personally known to me or [] who has produced a valid driver's license as identification.



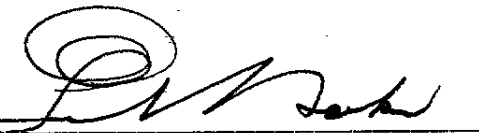


Sign Name
FRANK BARKER

Print Name
Notary Public in and for the
County and State aforesaid
My commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18 day of NOVEMBER, 1998, by **Betty Nicolson** [] who is personally known to me or [] who has produced a valid driver's license as identification.



Sign Name
FRANK BARKER

Print Name
Notary Public in and for the
County and State aforesaid
My commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12 day of November, 1998, by **Frank Barker** [who is personally known to me or [
] who has produced a valid driver's license as identification.



MARGARET C. JOHNSON
MY COMMISSION # CC447438 EXPIRES
June 2, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Margaret C. Johnson
Sign Name

MARGARET C. JOHNSON
Print Name

Notary Public in and for the
County and State aforesaid
My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
98 NOV 20 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted:

Habitat Resources of Duval County, Inc., a Florida corporation not for profit, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 2404 Hubbard Street, Jacksonville, County of Duval, State of Florida, has named Frank Barker, 2404 Hubbard Street, Jacksonville, Florida 32206, Agent to accept service of process within this State.

Acknowledgment

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

DATED the 18 day of NOVEMBER 1998


FRANK BARKER