

# N9900000000162

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 221-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bethlehem Housing, Inc

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DIVISION OF CORPORATION

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- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
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- Cert. Copy \_\_\_\_\_
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- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
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Signature \_\_\_\_\_

Requested by: [Signature]  
Name \_\_\_\_\_ Date 1/11 Time 11:18

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**ARTICLES OF INCORPORATION**

**OF**

**BETHLEHEM HOUSING, INC.  
A NON-PROFIT CORPORATION**

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**ARTICLE I**  
**NAME**

The name of this corporation is **BETHLEHEM HOUSING, INC.** (hereinafter referred to as "the Corporation").

**ARTICLE II**  
**DURATION**

The corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

**ARTICLE III**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 8014 State Road 52, Hudson, Florida 34667, and the name of the initial registered agent of this corporation is JOSEPH A. DIVITO, ESQUIRE, and the address of the registered agent is DiVito & Higham, P.A., 4514 Central Avenue, St. Petersburg, Florida 33711.

**ARTICLE IV**  
**PURPOSE**

The purposes for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

(A) To provide permanently disabled persons or elderly persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

(B) The Corporation is irrevocably dedicated to and operated exclusively for non-profit, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.

(C) To carry out this single purpose, the Corporation may exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE V POWERS

The Corporation is empowered:

(A) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.

(B) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(C) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances and project rental assistance under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(D) In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's assets shall be distributed for one or more exempt purposes, except for religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code, provided, however, that the Corporation shall at all times, so long as a mortgage on the Corporation's property is held or insured by the Secretary of Housing and Urban Development, have the power to convey its property to the Secretary of Housing and Urban Development, or its nominee for exclusively public purposes.

(E) Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

**ARTICLE VI**  
**BOARD OF DIRECTORS AND MEMBERS**

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than seven (7) nor more than fifteen (15) in number who shall be elected by the members of the Corporation at the Annual Meeting. The Directors of the Corporation must, at all times, be members of the Corporation. No non-member of the Corporation may sit as a Director.

**ARTICLE VII**  
**DIRECTORS**

The names of the directors and post office addresses of the persons who shall serve as Directors until their successors are duly qualified, are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Rev. Desmond Daly	8014 S.R. 52 Hudson, FL 34667
Joseph Corsetti	6363 9th Avenue North St. Petersburg, FL 33710
Helen Morabito	7920 Homer Avenue Hudson, FL 34667
Al Rohner	12311 Larkinwood Lane Bayonet Point, FL 34667
Jim Biggers	2465 Northside Drive Clearwater, FL 33761
Cynthia Davis-Gryce	8500 Fox Hollow Drive Port Richey, FL 34668
Mary Holsten	12203 Darwood Drive Bayonet Point, FL 34667
Jeanlouise Krouse	7825 Arbordale Avenue Port Richey, FL 34667

Directors shall serve without compensation.

Membership in the Corporation shall, at all times, be limited to individuals appointed to membership by the Bishop of the Catholic Diocese having jurisdiction of Pasco County, Florida.

In the event that the aforesaid appointment by such Bishop is withdrawn, then this shall constitute automatic resignation as a member and director of the Corporation.

**ARTICLE VIII**  
**OFFICERS**

The officers of the Corporation as provided by the By-Laws of the Corporation shall be elected by the Directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one (1) year. The Secretary and Treasurer may be one and the same.

**ARTICLE IX**  
**INCORPORATORS**

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

Rev. Desmond Daly

8014 S.R. 52  
Hudson, FL 34667

Joseph Corsetti

6363 - 9th Avenue North  
St. Petersburg, FL 33710

Helen Morabito

7920 Homer Avenue  
Hudson, FL 34667


**ARTICLE X**  
**AMENDMENTS**

So long as the Corporation's property is subject to a Regulatory Agreement in favor of the Secretary of Housing and Urban Development, these Articles of Incorporation may not be amended without the prior written approval of said Secretary. Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 6<sup>th</sup> day of January, 1996.

  
\_\_\_\_\_  
REV. DESMOND DALY

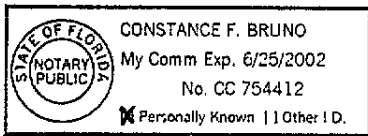
  
\_\_\_\_\_  
JOSEPH CORSETTI

  
\_\_\_\_\_  
HELEN MORABITO

STATE OF FLORIDA  
COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **REV. DESMOND DALY**, who is personally known to me, or who have provided \_\_\_\_\_ as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily.

WITNESS my hand and official seal on the 23<sup>rd</sup> day of December, 1998.

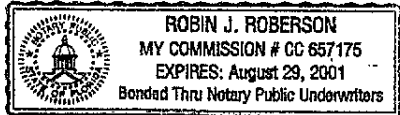


Constance F. Bruno  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: CONSTANCE F. BRUNO  
My Commission Expires: 6/25/2002

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **JOSEPH CORSETTI**, who is personally known to me, or who have provided \_\_\_\_\_ as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily.

WITNESS my hand and official seal on the 6<sup>th</sup> day of January, 1999.

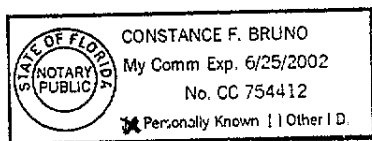


Robin J. Roberson  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **HELEN MORABITO**, who is personally known to me, or who have provided \_\_\_\_\_ as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily.

WITNESS my hand and official seal on the 23<sup>rd</sup> day of December, 1998.



Constance F. Bruno  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: CONSTANCE F. BRUNO  
My Commission Expires: 6/25/2002

**ACCEPTANCE BY DESIGNATED REGISTERED AGENT**

**BETHLEHEM HOUSING, INC.**, having designated **JOSEPH A. DIVITO, ESQUIRE**, as its Registered Agent at the address located at DiVito & Higham, P.A., 4514 Central Avenue, St. Petersburg, FL 33711, and **JOSEPH A. DIVITO, ESQUIRE**, as having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Dated this 6<sup>th</sup> day of January, 1999.

  
\_\_\_\_\_  
**JOSEPH A. DIVITO,**  
Registered Agent

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