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ACCOUNT NO. : 072100000032

REFERENCE : 590205 7148726

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : February 16, 2000

ORDER TIME : 12:06 PM

ORDER NO. : 590205-005

CUSTOMER NO: 7148726

CUSTOMER: Alicia H. Apfel, Esq
ALICIA HANCOCK APFEL, ESQ.
ALICIA HANCOCK APFEL, ESQ.
Suite 202
3510 Biscayne Blvd.
Miami, FL 33137

000003137580--1

DOMESTIC FILING

NAME: STAPLEHURST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 16 PM 4:06

RECEIVED
00 FEB 16 PM 1:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

STAPLEHURST, INC.

(a corporation not-for-profit).

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 16 PM 4:06

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 Staplehurst, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the corporation is:
775 N.E. 70th Street, Miami, Florida 33138.

ARTICLE III - PURPOSES

A. This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. Such purposes shall include, but not be limited to, establishing and operating community-based programs and initiatives that promote and sustain affordable housing for disadvantaged individuals and families through housing development and coordination of services and resources; but such purposes and activities shall 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. This corporation is not organized and shall not be operated for profit. 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; 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 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 substantial part of the activities of this corporation shall be the carrying on of 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 or in opposition to any candidate for public office.

E. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, 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. 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.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and 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 for one or more exempt purposes within the meaning of Section 501(c)(3) 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 is to exist perpetually.

ARTICLE V - DIRECTORS

This corporation shall have three (3) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). Directors shall be elected or appointed as provided in the Bylaws. All corporate power 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 corporation's Bylaws may provide for members; however, the Directors shall have sole voting power.

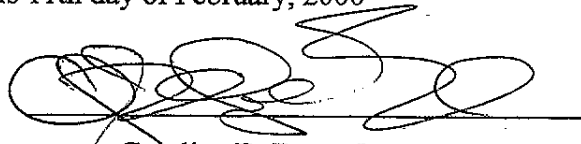
ARTICLE VI - NAME AND OFFICE OF REGISTERED AGENT

The street address of this corporation's initial registered office is 775 N.E. 70th Street, Miami, Florida 33138 and the name of this corporation's initial registered agent is Caroline DeFreze.

ARTICLE VII - NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of this corporation is: Caroline DeFreze, 775 N.E. 70th Street, Miami, Florida 33138.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation in Miami, Florida, this 11th day of February, 2000


Caroline DeFreze, Incorporator

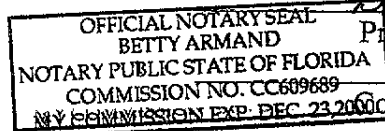
STATE OF FLORIDA)


) SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 11th day of February, 2000 by Caroline DeFreze, as Incorporator, who personally appeared before me and who is known to me personally or has produced a Florida Driver's License, Number D162-110-63-763-0, as identification and who did taken an oath.

NOTARY SEAL




Notary Public, State of Florida at Large

Betty Armand
Print Name of Notary

Commission Number

My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

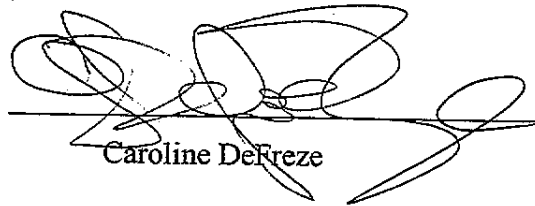
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 16 PM 4: 06

Having been appointed the registered agent of Staplehurst, Inc., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 617.023

Dated this 11th day of February 2000.

By:



Caroline DeFreze