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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Jubilee Group Inc.

00 MAR 24 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

☐ Certificate of FICTITIOUS NAME

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

17:11:42 MAR 24 2000
CORPORATIONS
STATE OF FLORIDA
TALLAHASSEE, FLORIDA
CERTIFIED

T. SMITH MAR 27 2000

Ordered By: _____

Date: _____

ARTICLES OF INCORPORATION
OF
JUBILEE GROUP, INC.

FILED
00 MAR 24 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Petition of Jubilee Group, Inc., a Florida for profit corporation, to change its nature to a corporation not for profit pursuant to Florida Statutes Chapter 617, Florida Not for Profit Corporation Act, has been approved by the Circuit Court in and for Miami-Dade County, Florida as evidenced by the Court's endorsement approving these Articles of Incorporation pursuant to Section 617.1807. Pursuant to Section 617.002, 617.006 and 617.1805 et seq. of Chapter 617, Florida Not for Profit Corporation Act, of the Florida Statutes, the undersigned president and secretary of Jubilee Group, Inc., do agree to the following:

ARTICLE I
NAME

The name of this corporation is JUBILEE GROUP, INC. (the "Corporation").

ARTICLE II
ADDRESS

The address of the principal office and the mailing address of the Corporation, is 742 N. W. 12th Avenue, Miami, Florida 33136.

ARTICLE III
PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for 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 exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Corporation is organized are to be exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Jubilee Community Development Corporation ("Jubilee"), a Florida not-for-profit corporation, in connection with its development of affordable housing for low income and under privileged individuals and families. The Corporation, in connection with furthering its stated purposes, shall be permitted to engage in the ownership, management, leasing, operation and sale of apartment buildings located

in Homestead, Florida and known as Winchester Garden Apartments and leasing the apartment buildings solely to tenants who qualify as low and very low income persons according to Section 42 and Section 142 of the Internal Revenue Code of 1986, as amended, or any successor provisions, or as permitted under any governmental regulations for subsidized financing of housing for low income individuals and consistent with and recognized as charitable by the Internal Revenue Service in Revenue Ruling 70-585, Revenue Ruling 72-124, Revenue Ruling 79-18 and Revenue Procedure 96-32.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) 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)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V MEMBERS

The sole member of the Corporation shall be Jubilee Community Development Corporation, a Florida not for profit corporation.

ARTICLE VI TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII
SUBSCRIBERS

Francis V. Gudorf
Jubilee Community Development Corporation
742 N. W. 12th Avenue
Miami, Florida 33136

Raul Masvidal
1401 Ponce de Leon Boulevard, Suite 402
Coral Gables, Florida 33134

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 consists of three (3) persons. The Board of Directors shall be appointed as provided in the bylaws of the Corporation. Following are the names and addresses of the persons who serve as the members of the Board of Directors of the Corporation until their successors are duly elected:

Francis V. Gudorf
Jubilee Community Development Corporation
742 N. W. 12th Avenue
Miami, Florida 33136

Raul Masvidal
1401 Ponce de Leon Boulevard, Suite 402
Coral Gables, Florida 33134

Douglas R. Mayer
Jubilee Community Development Corporation
742 N. W. 12th Avenue
Miami, Florida 33136

Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

Section 3. Jubilee shall elect all of the directors of this Corporation which directors may be, but shall not be required to be, officers, directors, members or employees of Jubilee. Jubilee shall also fill any vacancy on the Board caused by resignation, death or removal of any director.

Section 4. The Chairman of the Board of Directors of this Corporation shall be elected by majority vote of the Board of Directors of this Corporation immediately after the resignation or expiration of the term of office of any prior Chairman.

ARTICLE IX BYLAWS

Section 1. The Directors of this 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 by a majority vote of the directors present at any regular meeting or any special meeting called for the purpose.

Section 3. The bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors and the members. Specifically, the bylaws shall provide, among other things, as follows:

a. The Directors of the Corporation shall provide annual financial reports to or for the use of Jubilee. Such financial reports shall include an income statement, a balance sheet, a detailed inventory of all investments and such information as will demonstrate a rate of return from those investments.

b. The Corporation shall be a "supporting organization" of Jubilee and provide substantially all of its net income to or for the use of Jubilee.

c. The Board of Directors of the Corporation, or a committee comprised of members of the Board, shall periodically meet with the Board of Directors of Jubilee. Such meeting shall be for the purpose of making recommendations for any allocations of funds originating from this Corporation, determining the needs of such organization which will receive funds from this organization, and the reporting to the Corporation of significant activities which may require an allocation of funds from the Corporation.

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended by a vote of the member present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE X
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 XI
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 exclusively to Jubilee provided that Jubilee is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof), at the time of dissolution of the Corporation. Any assets not so disposed of shall be contributed to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE XII
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 III hereof.

ARTICLE XIII
REGISTERED OFFICE

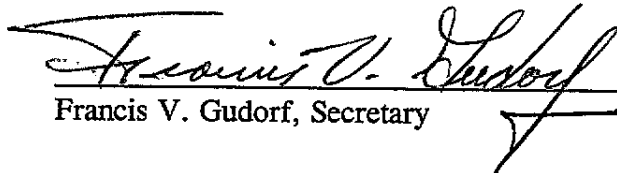
The name and address of the registered office and the registered agent of the corporation are:

Francis V. Gudorf, Executive Director
Jubilee Community Development Corporation
742 N. W. 12th Avenue
Miami, Florida 33136

IN WITNESS WHEREOF, the undersigned President and Secretary of Jubilee Group, Inc. has executed these Articles of Incorporation this 20th day of March, 2000.



Robert A. Chambers, President



Francis V. Gudorf, Secretary

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CERTIFICATE DESIGNATING REGISTERED AGENT

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

That Jubilee Group, 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 Miami, County of Dade , State of Florida, has named Francis V. Gudorf, located at c/o Jubilee Community Development Corporation, 742 N. W. 12th Avenue, City of Miami, County of Dade, State of Florida 33136, 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, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


REGISTERED AGENT

FILED
00 MAR 24 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPROVAL OF CIRCUIT COURT
IN AND FOR MIAMI-DADE COUNTY, FLORIDA**

These Articles of Incorporation of Jubilee Group, Inc., a corporation for profit, have been approved by the Circuit Court in and for Miami-Dade County, Florida pursuant to Florida Statutes Chapter 617.1807; all of the property of Jubilee Group, Inc., a Florida corporation for profit shall automatically become the property of Jubilee Group, Inc., a Florida corporation not for profit, as the successor corporation, subject to the liabilities and indebtedness of Jubilee Group, Inc., a Florida corporation for profit.

Dated this _____ day of MAR 09 2000, 2000.

PAUL SIEGEL
CIRCUIT JUDGE

CIRCUIT COURT JUDGE

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