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FISHER AND WILSEY, P.A.
ATTORNEYS AND COUNSELORS AT LAW
275 FOURTH STREET NORTH
ST. PETERSBURG, FLORIDA 33701-3209

GEORGE F. WILSEY
Board Certified Wills,
Trusts and Estates;
Certified Circuit Mediator

St. Petersburg (727) 898-1181
Manatee/Sarasota (941) 750-6100

FAX (727) 821-6681

DAVID F. WILSEY

FILED
09 MAY -1 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
STEVEN M. WILSEY
Also Certified
Public Accountant

Of Counsel
ROBERT W. FISHER
W. JOSEPH REYNOLDS

April 28, 2000

Florida Department of State
Division of Corporations - New Filings
P. O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Articles of Incorporation
for Affordable Home Solutions, Inc.
a not-for-profit corporation

Dear Sir or Madam:

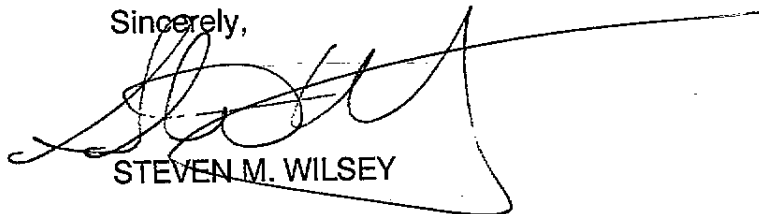
Enclosed are the Articles of Incorporation of the above-referenced not-for-profit corporation, along with our firm's check in the amount of \$78.75 for the corporate filing fees as follows:

Not for Profit corporation filing fee	\$35.00
Registered Agent Designation	35.00
Certified copy	<u>\$ 8.75</u>
	\$78.75

After the filing of these Articles of Incorporation, please return a certified copy to me for delivery to my client.

Thank you for your assistance.

Sincerely,



STEVEN M. WILSEY

SMW/jek
Enclosures

\\2000\corporations\wood, andrew.affordable home solutions inc ltr.sec state file articles

F. ONEIDA

MAY 2 2000

ARTICLES OF INCORPORATION
OF
AFFORDABLE HOME SOLUTIONS, INC.

FILED
00 MAY -1 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Florida corporation not for profit, does adopt these Articles of Incorporation, pursuant to Florida Statute 617, to wit:

ARTICLE I

The name of this corporation shall be AFFORDABLE HOME SOLUTIONS, INC. and it shall have perpetual existence.

ARTICLE II

The purpose of this corporation shall be to make housing available and affordable to individuals of modest financial means and to assist those qualified individuals in the purchase of quality affordable housing and for such other not for profit purposes the law may allow.

ARTICLE III

The members of the corporation shall be members of AFFORDABLE HOME SOLUTIONS, INC., a Florida non-profit corporation. The qualifications for membership shall be such as are determined by the Board of Directors of AFFORDABLE HOME SOLUTIONS, INC., and any such person so qualified shall be admitted to membership of this corporation.

ARTICLE IV

The street address of the corporation's initial registered office is 6936 South Shore Drive South, South Pasadena, Florida 33707. The name of the corporation's initial registered agent at such address is ANDREW P. WOOD. The principal office and mailing address of the corporation is 6936 South Shore Drive South, South Pasadena, Florida 33707.

ARTICLE V

The name and residence of the incorporator to these Articles is:

ANDREW P. WOOD	6936 South Shore Drive South South Pasadena, Florida 33707
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ARTICLE VI

The affairs of the corporation shall be managed by a President, a Vice President, a Treasurer, and a Secretary. The officers shall be elected at the annual meeting of the corporation to be held at a time and place to be called by the President between January 15 and February 15 of each year commencing in 2001. The names of the officers of the corporation and their respective office, to serve until the first election or appointment under these Articles, are:

ANDREW P. WOOD	President
STACY L. WOOD	Vice President
JAMES F. LANDERS	Secretary
STACY L. WOOD	Treasurer

The powers and duties of the officers shall be those provided by law and those described in the bylaws of this corporation. The date and manner of calling an annual meeting and designation of officers may be changed by the bylaws or amendments thereto.

ARTICLE VII

The initial Board of Directors shall be composed of the officers set forth in Article VI. The Board shall never be more than ten (10) nor less than three (3). The names and addresses of the members of the initial Board of Directors are:

ANDREW P. WOOD	6936 South Shore Drive South South Pasadena, Florida 33707
STACY L. WOOD	6936 South Shore Drive South South Pasadena, Florida 33707
JAMES F. LANDERS	1026 - 25 th Ave. North St. Petersburg, FL 33704

Directors shall be elected or appointed in accordance with the bylaws.

ARTICLE VIII

Amendments to the bylaws may be proposed by a majority of the Board of Directors. Any such proposed amendment shall be effective upon affirmative vote of two-thirds (2/3) vote of the Board of Directors of the corporation at any regular or special meeting called for the purpose of amending same.

ARTICLE IX

Amendments to the Articles of Incorporation may be proposed by a majority of the Board of Directors. Any such proposed amendment shall be effective upon affirmative vote

of two-thirds (2/3) of the Board of Directors of the corporation at any regular or special meeting called for the purpose of amending same.

ARTICLE X

Section 1. No assets and no part of the net earning of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, 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 herein. 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 statement) any political campaign on behalf of 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 a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of the United States (or the corresponding provision of any future United States Internal Revenue Law); or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Upon the 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and

operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or 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 of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the subscriber has executed these Articles of Incorporation:



ANDREW P. WOOD

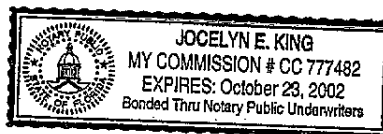
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by Andrew P. Wood, who is personally known to me, or who produced _____ as identification, on this 28th day of April, 2000.



NOTARY PUBLIC

NOTARY SEAL:



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

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

First: That AFFORDABLE HOME SOLUTIONS, INC., desiring to organize under the laws of the State of Florida with its principal office and designated registered office, as indicated in the Articles of Incorporation, at 6936 South Shore Drive South, South Pasadena, Florida 33707, Pinellas County, State of Florida, has named ANDREW P. WOOD as its agent to accept service of process within this State.

AFFORDABLE HOME SOLUTIONS, INC.

By: 

ANDREW P. WOOD, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY - 1 PM 1:06

FILED

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and to comply with the provision of said Act relative to keeping open said office. I am familiar with and accept the obligations of Resident Agent.

BY: 

ANDREW P. WOOD