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Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

CORPORATION(S) NAME

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

First Housing Enterprise, Inc.

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| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
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 TALLAHASSEE, FLORIDA  
 STATE OF FLORIDA  
 DEPARTMENT OF REVENUE

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**ARTICLES OF INCORPORATION  
OF  
FIRST HOUSING ENTERPRISE, INC.**

In compliance with the requirements of the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), the undersigned, being of full age certifies:

**ARTICLE I**

**Corporate Name**

The name of the corporation is First Housing Enterprise, Inc.

**ARTICLE II**

**Corporation Not For Profit**

The Corporation is being incorporated as a corporation not for profit under the provisions of the laws of the State of Florida.

**ARTICLE III**

**Principal Place of Business**

The initial principal office and mailing address of the Corporation is c/o Paula Ryan, 322 Banyan Blvd., West Palm Beach, FL 33401 or at any other place as may be subsequently designated by the board of directors of the Corporation.

**ARTICLE IV**

**Registered Agent**

The name and address of the initial registered agent is CT Corporation System, whose address is 1200 South Pine Island Road, Plantation, FL 33324.

**ARTICLE V**

**Purposes**

A. The Corporation is organized exclusively for charitable purposes and is intended to qualify as an organization which is exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The Corporation is not a "private foundation" by reason of being described in section 509(a) of the Code. These Articles shall be construed, and all powers and activities of the

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Corporation shall be exercised and limited, accordingly.

B. The Corporation is not formed for pecuniary gain or profit, direct or indirect, to itself or to its members, directors or officers. No part of the net earnings of the Corporation shall inure to the benefit of any individual.

C. The Corporation shall not engage in activities, in whole or in part, that consists in carrying on propaganda, or otherwise attempting to influence legislation. Nor shall the Corporation participate or intervene in any political campaign.

## **ARTICLE VI**

### **Membership**

The Corporation shall have no members.

## **ARTICLE VII**

### **Board of Directors**

A. The Board of Directors of the Corporation shall include at least three (3) directors. The initial Board of Directors shall consist of the following persons:

<u>Name</u>	<u>Address</u>
Peter L. Bermont	3427 North Moorings Way Coconut Grove, FL 33133
Martin Nathan	1779 Tiger Tail Avenue Coconut Grove, FL 33133
Paula Ryan	269 Queens Lane Palm Beach, FL 33480

B. The manner of election or appointment to the Board of Directors, the filling of vacancies thereon, the number of Directors (beyond the minimum three), the term of service and rights and duties of Directors shall be set forth in the bylaws of the Corporation.

## **ARTICLE VIII**

### **Regulation of the Internal Affairs**

A. The Corporation shall be managed by a Board of Directors, as set forth in the bylaws of the Corporation. The initial bylaws of the Corporation shall be adopted by the Board of

Directors, and shall contain provisions for the repeal, amendment or adoption of new bylaws.

B. The affairs of the Corporation shall be administered by a president, a vice president, a secretary and a treasurer and any other officers as set forth in the bylaws. The election or appointment of officers, the filling of vacancies thereon, and the responsibilities of officers shall be set forth in the bylaws of the Corporation

## **ARTICLE IX**

### **Indemnification**

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation whether or not he or she is a director or officer at the time the expenses or liabilities are incurred, except when the director or officer serving the Corporation is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve the settlement and reimbursement as being in the best interest of the Corporation. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director or officer serving the Corporation may be entitled.

## **ARTICLE X**

### **Dissolution**

A. In the event of the dissolution or final liquidation of the Corporation, none of the property of the Corporation nor any proceeds thereof shall be distributed to or divided among any members of the Board of Directors or officers of the Corporation or inure to the benefit of any individual.

B. Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in accordance with the purposes of Article V hereof, which disposition may include distribution of each of the assets to one or more governmental organizations described in Section 170(c)(1) of the Code, for exclusively public purposes, or to one or more corporations which have purposes consistent with the purposes set forth in Article V hereof, and which then qualify as organizations exempt under Section 501(c)(3) of the Code. To the extent that the Directors in their discretion determine that it is not feasible to dispose of the assets of the Corporation in furtherance of the purposes described in Article V hereof, they shall dispose of such assets to one or more governmental organizations described in Section 170(c)(1) of the Code, for charitable, educational,

literary, or scientific purpose, and which at the time qualify as an exempt organization under Section 501(c)(3) of the Code. Any assets of the Corporation not disposed of by the Directors in accordance with this Article X shall be disposed of by the Superior Court of the District of Columbia exclusively to one or more organizations, as said court shall determine, which at the time qualify as exempt organizations under Section 501(c)(3) of the Code.

## **ARTICLE XI**

### **Term**

The term of the Corporation shall be perpetual or until such a time as the not for-profit corporation is dissolved pursuant to Article IX.

## **ARTICLE XII**

### **Amendments**

Amendments to the articles of incorporation shall be proposed and adopted by the Board of Directors in accordance with such procedures provided in the bylaws of the Corporation.

## **ARTICLE XIII**

### **Incorporator**

The name and address of the incorporator of these articles of incorporation is as follows:

Name

Olivia Shay-Byrne

Address

Sutherland Asbill & Brennan LLP  
1275 Pennsylvania Avenue, NW  
Washington, DC 20004-2415

In witness of the above, for the purpose of forming this corporation under the laws of the State of Florida, I have executed these articles of incorporation on 12/28, 2000.

Olivia Shay-Byrne  
Olivia Shay-Byrne

~~The State of~~ District  
~~County of~~ of Columbia

Before me Elaine M. Mitchell, the undersigned authority, personally appeared Olivia Shay-Byrne who after being duly sworn, acknowledges that she executed the above articles of incorporation for the purposes expressed in them on Mr. 28, 2000.

[Seal]

Notary Public:

Elaine M. Mitchell

My Commission Expires:

**ELAINE M. MITCHELL**  
**NOTARY PUBLIC DISTRICT OF COLUMBIA**  
My Commission Expires June 30, 2002

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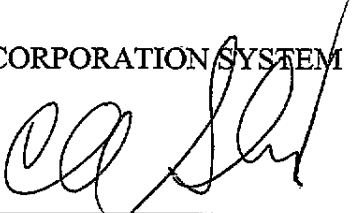
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONSENT  
TO ACT AS REGISTERED AGENT  
FOR  
FIRST HOUSING ENTERPRISE, INC.  
(NonProfit)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T CORPORATION SYSTEM

By

  
Charlie Shampang – Assistant Secretary

11/28/2000

Date