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FLORIDA NON-PROFIT CORPORATION

APOSTOLIC FAITH HOUSING, INC.

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ARTICLES OF INCORPORATION
OF
APOSTOLIC FAITH HOUSING, INC.

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, pursuant to Chapter 617, Florida Statutes (1999), hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is APOSTOLIC FAITH HOUSING, INC.

ARTICLE II

Initial Principal Office or Place of Business

The initial principal office or place of business of this corporation is as follows:

1534 North Davis Street
Jacksonville, Florida 32209

ARTICLE III

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles with the Florida Secretary of State, unless the corporation is dissolved according to law.

ARTICLE IV

Purposes for Which Organized

The purpose of this corporation is to establish and maintain housing for low- and middle-income persons and families. To that end, this corporation shall operate exclusively as an exempt title-holding corporation within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding or similar section of any future or subsequent federal tax code. Without limiting the generality of the foregoing, this corporation shall exclusively acquire and hold title to real property and personal property necessary to the operation thereof, collect the income therefrom, and remit the entire amount thereof, less expenses, to an organization exempt from federal tax under Section 501(a) of the Code. To the extent consistent with the foregoing, this corporation may acquire, hold, own, maintain, improve, lease, finance, refinance, mortgage, sell, exchange, or otherwise dispose of all or part of its property, and may otherwise exercise any and all other powers available to corporations organized pursuant to the Florida Not for Profit Corporation Act, in connection with its exempt

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title-holding purposes as determined by the Board of Trustees, and do all things necessary or desirable in connection therewith. This corporation shall not engage in any activities or exercise any powers that are not in furtherance of the aforesaid purposes of this corporation.

ARTICLE V

Designation of Sole Member of Corporation

This corporation shall have as its sole member The General Assembly of the Church of the Lord Jesus Christ of the Apostolic Faith, Inc., a Florida corporation not for profit, which is an organization exempt from federal income tax under Section 501(a) of the Code. A certificate evidencing membership in this corporation shall be issued only to such entity.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Howard L. Dale.

ARTICLE VII

Board of Trustees; Officers

This corporation shall have three (3) trustees initially, who shall serve the function of directors of the corporation and shall manage its affairs. The method of election of trustees of the corporation shall be set forth in the Corporate Bylaws. The number of trustees may be increased or diminished from time to time by amendment of the Corporate Bylaws, but shall never be greater than twelve (12) nor fewer than three (3). The qualifications of the trustees, together with their terms of office, manner of election and removal, change of number, filling of vacancies and of newly created trusteeships, powers, duties and liabilities shall, except as otherwise provided in these Articles or the laws of the State of Florida, shall be prescribed in the Corporate Bylaws. The trustees shall elect the officers of the corporation in the manner provided in the Corporate Bylaws. The trustees and the officers of the corporation shall serve without compensation.

ARTICLE VIII

Initial Board of Trustees

The names and street addresses of the initial trustees of the corporation are:

Bishop Anthoneé J. Patterson
1544 West 25th Street
Jacksonville, Florida 32209

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Vernon L. Green
1983 West 15th Street
Jacksonville, Florida 32209

A. Leah Gregory
2610 Cheltenham Avenue
Philadelphia, Pennsylvania 19150

ARTICLE IX

Incorporators

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

Bishop Anthoneé J. Patterson
1544 West 25th Street
Jacksonville, Florida 32209

Vernon L. Green
1983 West 15th Street
Jacksonville, Florida 32209

A. Leah Gregory
2610 Cheltenham Avenue
Philadelphia, Pennsylvania 19150

ARTICLE X

Corporate Bylaws

The initial Corporate Bylaws of this corporation shall be adopted by the Board of Trustees. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Trustees; provided, however, that the Board of Trustees may not alter or repeal a bylaw or amendment thereto so as to conflict with these Articles of Incorporation.

ARTICLE XI

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the trustees of the corporation at any annual meeting thereof, or at a special meeting of the trustees called for that purpose.

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ARTICLE XII

Indemnification

The Board of Trustees is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents of the corporation to the full extent permitted by law. Without limiting the generality of the foregoing:

(a) The corporation, to the extent required by Sections 617.0831, 607.0831 and 607.0850, Florida Statutes, as the same may be amended and supplemented, shall indemnify only those persons whom the Florida Not for Profit Corporation Act, as the same may be amended and supplemented, permits or requires it to indemnify, and then to the fullest extent so permitted or required.

(b) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer employee or agent and shall inure to the benefit of the heirs, representatives and administrators of such person.

(c) This corporation is authorized to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and/or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XIII

Qualification as Exempt Organization

It is the intent of the incorporators and of the initial Board of Trustees of the corporation that the corporation shall qualify as an "exempt title-holding corporation" as described in Section 501(c)(2) of the Code.

This corporation shall distribute its entire income, less expenses and reasonably necessary cash reserves, within the meaning of Section 501(c)(2) of the Code, to its sole member, which is and shall be an organization exempt from federal income tax under Section 501(a) of the Code.

No part of the net earnings 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 in Article IV hereof.

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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 with regard thereto), 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 a corporation exempt from federal income tax under Section 501(c)(2) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE XIV

Distribution of Assets upon Dissolution

Upon the dissolution of the corporation, all of the corporation's assets and property of every nature and description remaining after the payment or making provisions for payment of all liabilities and obligations of the corporation (but not including assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution), shall be distributed to the then-existing sole member of the corporation, which must qualify as an organization exempt from federal income tax under Section 501(a) of the Code. 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 purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 22 day of December, 2000.


BISHOP ANTHONÉE J. PATTERSON
Incorporator of
Apostolic Faith Housing, Inc.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was executed, sworn to and acknowledged before me by BISHOP ANTHONÉE J. PATTERSON this 22 day of December, 2000. Said affiant is personally known to me or _____ produced _____ as identification.

Notary Public, State of Florida at Large
My commission expires:

[Notarial Seal]



Roland Patterson
MY COMMISSION # CC951030 EXPIRES
July 17, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

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Vernon L. Green

VERNON L. GREEN
Incorporator of
Apostolic Faith Housing, Inc.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was executed, sworn to and acknowledged before me by
VERNON L. GREEN this 22 day of December, 2000. Said affiant is personally known
to me or _____ produced _____ as identification.

[Signature]
Notary Public, State of Florida at Large
My commission expires _____
[Notarial Seal]



Roland Patterson
MY COMMISSION # CC951030 EXPIRES
July 17, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

A. Leah Gregory
A. LEAH GREGORY
Incorporator of
Apostolic Faith Housing, Inc.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was executed, sworn to and acknowledged before me by A.
LEAH GREGORY this 22 day of December, 2000. Said affiant is personally known to
me or _____ produced _____ as identification.

[Signature]
Notary Public, State of Florida at Large
My commission expires _____
[Notarial Seal]



Roland Patterson
MY COMMISSION # CC951030 EXPIRES
July 17, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

IN COMPLIANCE WITH SECTIONS 48.091, 617.0202 AND 617.0501, FLORIDA STATUTES (1999), THE FOLLOWING IS SUBMITTED:

FIRST--THAT APOSTOLIC FAITH HOUSING, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA AS A CORPORATION NOT FOR PROFIT, WITH ITS INITIAL PRINCIPAL PLACE OF BUSINESS AT 1534 NORTH DAVIS STREET, JACKSONVILLE, FLORIDA 32209, HAS DESIGNATED THE FOLLOWING REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA AT THE REGISTERED OFFICE SHOWN BELOW:

- 1. REGISTERED AGENT: Howard L. Dale
- 2. REGISTERED OFFICE: 200 West Forsyth Street, Suite 1100
Jacksonville, Florida 32202

APOSTOLIC FAITH HOUSING, INC.

By: Bishop Anthony J. Patterson
Bishop Anthony J. Patterson
Incorporator

By: Vernon L. Green
Vernon L. Green
Incorporator

By: A. Leah Gregory
A. Leah Gregory
Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED FLORIDA CORPORATION NOT FOR PROFIT, AT THE REGISTERED OFFICE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. I AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS PROVIDED FOR IN SECTIONS 607.0505 AND 617.0503, FLORIDA STATUTES (1999).

Howard L. Dale
Howard L. Dale

DATE: December 22, 2000

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