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FLORIDA NON-PROFIT CORPORATION

PROUD HOME FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
PROUD HOME FOUNDATION, INC.

We, the undersigned, do hereby subscribe our names to these Articles of Incorporation for the purpose of creating a Corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

ARTICLE I

NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE

The name of this Corporation shall be **PROUD HOME FOUNDATION, INC.** The address of the Corporation's principal place of business is 323 10th Avenue W., Suite 103, Palmetto, FL 34221 and its mailing address is 323 10th Avenue W., Suite 103, Palmetto, FL 34221. The street address of the initial registered agent is 802 11th Street West, Bradenton, FL 34205, and the name of the initial registered agent is **Blalock, Landers, Walters & Vogler, P.A.**

ARTICLE II

OBJECTIVES AND PURPOSES

The Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

The general objectives and purposes of this Corporation shall be:

1. To assist low income housing applicants in the process and in connection with obtaining housing.

Prepared by:
Nicole A. Ryskamp, Esq.
Blalock, Landers, Walters & Vogler, P.A.
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2. To establish and publish rules and regulations governing:
 - a. The qualification of its members.
 - b. The admission and expulsion of its members.
 - c. The amount of membership and other fees, if any.
 - d. To establish and adopt the publication of Bylaws.
 - e. The adoption of the corporate seal.
3. To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes
4. To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.
5. To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's members in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation as a Corporation is organized.
6. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or 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 Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE III

QUALIFICATION OF MEMBERS

The qualification of members and manner of admission to membership of the Corporation shall be as provided for in the Bylaws.

ARTICLE IVTERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its membership as provided in the Bylaws of this Corporation.

ARTICLE VNAME AND ADDRESS OF INCORPORATOR

DAVID P. LEWIS
323 10th Ave. W, Suite 103
Palmetto, FL 34221

ARTICLE VIDIRECTORS OF THE CORPORATION

The affairs of the Corporation shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws.

The Board of Directors shall consist of at least three (3) Directors who shall be elected and hold office in accordance with the provisions of the Bylaws.

ARTICLE VIINAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORSA. Directors:

DAVID P. LEWIS	323 10 th Ave. W, Suite 103 Palmetto, FL 34221
BARBARA LEWIS	323 10 th Ave. W., Suite 103 Palmetto, FL 34221
TOM TOBIASSEN	6201 US Highway 41N, #2153 Palmetto, FL 34221

ARTICLE VIIIAMENDMENT OF THE ARTICLES OF INCORPORATION

- A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.
- B. Notwithstanding the foregoing Section A, the membership, officers or Directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles IX and X of these Articles of Incorporation.

ARTICLE IXRESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

- A. Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- C. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- D. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- E. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

The Corporation is a not-for-profit corporation. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, Directors, 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 Section 501(c)(3) purposes. 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.

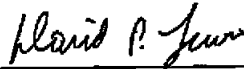
Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Under the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

ARTICLE X

DISSOLUTION

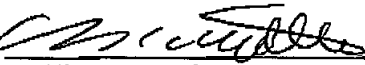
In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein.



DAVID P. LEWIS, Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

**BLALOCK, LANDERS, WALTERS &
VOGLER, P.A., Registered Agent**

By 
Clifford L. Walters
Its: Vice President

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