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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

ADI HOMES, INC.

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TALLAHASSEE, FLORIDA

B. McKnight

MAY 07 2001

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**ARTICLES OF INCORPORATION
OF**

**ADI HOMES, INC.
a Florida not-for-profit corporation**

The undersigned, acting as incorporator of ADI HOMES, INC., adopts the following Articles of Incorporation to form a not-for-profit corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation is: ADI HOMES, INC.

**ARTICLE II
ADDRESS**

The mailing address and principal place of business of the Corporation is in Orange County, Florida, at the following address:

Suite #101
1277 North Semoran Boulevard
Orlando, FL 32807

**ARTICLE III
COMMENCEMENT AND TERM OF EXISTENCE**

The existence of the Corporation will commence at 12:01 a.m. on the date of filing these Articles of Incorporation and shall continue perpetually.

**ARTICLE IV
NATURE OF BUSINESS**

This is a non-stock, non-profit corporation. The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all the things mentioned herein, as fully and to the same extent as natural persons might or could do, and in any part of the world, but also within the scope of the following, to wit:

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1. This Corporation is organized exclusively for such charitable, religious, literary, educational and/or scientific purposes as will qualify it for exemption from federal income tax as an organization described by and under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future United States Internal Revenue Law.

2. Specifically, the Corporation may accept, hold, administer, invest and disburse for such purposes as stated herein or for other such charitable, religious, literary, educational and/or scientific purposes, such funds, assets and/or benefits as may from time to time be given to it by any person, persons, whether natural or otherwise, or corporations, organizations, or other entities whatsoever; and receive gifts and make financial and other types of contributions and assistance to charitable, religious, literary, educational and/or scientific person, persons, whether natural or otherwise, or corporations, organizations, or other entities whatsoever; and engage in any such other activities as are necessary, appropriate, and/or convenient to the furtherance of the foregoing and permitted under the laws of the state of Florida including, without limitation, the providing of educational and other assistance and support to those members of the public in need of same in order to obtain housing.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in the furtherance of this Article IV. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law), 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 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 1986, as amended, or corresponding sections of any United States Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any United States Revenue Law.

ARTICLE V

MEMBERS

The qualification for Members of the Corporation and the manner of their admission and/or dismissal shall be as regulated in and by the by-laws of the Corporation.

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1277 North Semoran Boulevard, Suite #101, Orlando, FL 32807, and the name of the Corporation's initial registered agent at that address is HENRY B. CARPENTER who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open to receive service of process and other applicable notices.

ARTICLE VII
DIRECTORS

The activities and affairs of the Corporation shall be managed by a Board of Directors. The Corporation shall initially have Three (3) Directors whose term of office shall not be for more than One (1) year after the date of incorporation, unless re-elected. All Directors shall be United States citizens and all shall be over the age of 18. The number of Directors may be either increased or decreased from time to time, as provided in the by-laws of the Corporation, but there shall never be fewer than Three (3) nor more than Eleven (11) Directors, unless so required by law. The qualification for Directors of the Corporation and the manner of their admission and/or dismissal shall be as regulated in and by the by-laws of the Corporation. The names and addresses of the Three initial Directors are:

Steven M. Ball
Suite #101
1277 North Semoran Boulevard
Orlando, Florida 32807

Henry B. Carpenter
Suite #101
1277 North Semoran Boulevard
Orlando, Florida 32807

Nicholas K. Grillo
Suite #101
1277 North Semoran Boulevard
Orlando, Florida 32807

The Directors of the Corporation shall not be liable to either the Corporation or its Members for monetary damages for a breach of fiduciary duties unless the breach involves (1) a Director's duty of loyalty to the Corporation, (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law, and/or (3) a transaction from which the Director derived an improper personal benefit.

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ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is:

Henry B. Carpenter
Suite #101
1277 North Semoran Boulevard
Orlando, Florida 32807

The incorporator of the Corporation assigns to this Corporation his rights under Chapter 607, Florida Statutes, to constitute a corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Members, except that the Board of Directors may not amend or repeal any by-law adopted by the Members if the Members specifically provide that the by-law is not subject to amendment or repeal by the Directors.

ARTICLE X
DISSOLUTION

In the event of the dissolution of the Corporation, and after paying or making provisions for the payment of all of the liabilities of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future United States Internal Revenue Law, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in which the principal office of the Corporation is then located, which are organized and operated exclusively for such purposes.

ARTICLE XI
AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on any Members are subject to this reservation.

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The undersigned incorporator, for the purposes hereinabove expressed, has executed these Articles of Incorporation this 1st day of May, 2001.

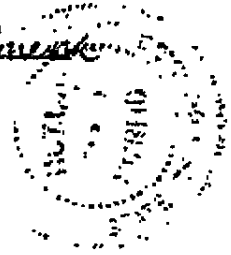

Henry B. Carpenter, Incorporator

STATE OF Colorado)
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 1 day of May, 2001, by Henry B. Carpenter, who is personally known to me or who has presented a driver license as identification, and who took an oath and stated that he executed the foregoing instrument for the purposes herein expressed.

My Commission Expires: 12-21-01


NOTARY PUBLIC



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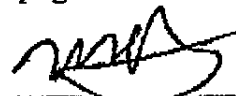
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service or process and/or other notice on behalf of the Corporation, ADI HOMES, INC., at the place designated in these Articles of Incorporation, HENRY B. CARPENTER agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping of such office open.

Date: May 1, 2001



Henry B. Carpenter

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