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103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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ACCT. #FCA-14

No 10000004039

CONTACT: CINDY HICKS

900004396999--8
-06/11/01--01071-016
****155.00 *****78.75

DATE: 6-11-01

REF. #: 0262.116665

CORP. NAME: HISPANIC EDUCATION AND
HOUSING INITIATIVE, INC.

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 15502 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

g6/11

ARTICLES OF INCORPORATION
OF
HISPANIC EDUCATION AND HOUSING INITIATIVE, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Hispanic Education and Housing Initiative, Inc.

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ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of this corporation shall be:

3002 Price Avenue
Tampa, Florida 33611

ARTICLE III

Purposes

(a) This corporation is organized and shall be operated exclusively for charitable, educational, literary and scientific purposes, and other purposes for which an organization may be organized and operated under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or any statute of similar import. In order to accomplish the foregoing, it shall be within the purposes of this corporation to establish and maintain charitable and educational activities to the Hispanic Community, and to take such other action which, from time to time, shall be necessary or desirable to implement and further the said purposes.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its charitable or educational purposes directly or through one or more grantee organizations.

ARTICLE IV

Prohibitions

(a) No part of the net earnings of this corporation shall inure to the benefit of any Director, officer of this corporation, member or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no Trustee, officer of this corporation, member or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or opposition to, any candidate for public office.

(b) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code") or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

ARTICLE V

Dissolution of Corporation

Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which then would qualify for the

provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, or shall be distributed to the Federal government, or to a state or local government for a public purpose, and no Trustee, officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE VI

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, educational, literary and scientific purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(c) Notwithstanding any other provision of these Articles of Incorporation, all of this corporation's income for each of its taxable years shall be distributed at such time and in such manner as will not subject this corporation to tax under Section 4942 of the Code.

(d) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not:

(1) Engage in any act of self-dealing (as defined in Section 4941(d) of the Code);

(2) Retain any excess business holdings (as defined in Section 4943(c) of the Code);

(3) Make any investments in such manner as to subject this corporation to tax under Section 4944 of the Code; or

(4) Make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE VII

No Members

The corporation shall have no members.

ARTICLE VIII

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE IX

Registered Agent and Registered Office

The initial registered agent of this corporation shall be D. MICHAEL O'LEARY and the initial registered office of this corporation shall be 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida, 33602. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE X

Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
John J. Frassica	3002 Price Avenue Tampa, Florida 33611

ARTICLE XI

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws, and by

officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the by-laws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-laws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of this corporation. The number shall not be less than three nor more than seven. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or outside of State of Florida.

ARTICLE XII

Directors

The names and addresses of the members of the first Board of Directors, who, subject to these Articles, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of this corporation's existence, and until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
John J. Frassica	3002 Price Avenue Tampa, Florida 33611
Damaris S. Frassica	3002 Price Avenue Tampa, Florida 33611
Gertrudis Herrera	3003 W. Cass Street Tampa, Florida 33609
Sixto Javier	3922 W. Bay Vista Avenue Tampa, Florida 33611
Ramon Moya	2805 S. Lenna Avenue Seffner, Florida 33584

ARTICLE XIII

Capital Stock

This corporation shall have no capital stock or shareholders.

ARTICLE XIV

By-Laws


The by-laws of this corporation may be made, altered, amended or repealed and new by-laws may be adopted from time to time by a majority vote of the Directors of this corporation.

ARTICLE XV

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the directors of this corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each director prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by a majority vote of the directors present at such meeting.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 7th day of June, 2001.


JOHN J. FRASSICA

HISPANIC EDUCATION AND HOUSING INITIATIVE, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

D. MICHAEL O'LEARY, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 7th day of June, 2001.


D. MICHAEL O'LEARY

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TALLAHASSEE, FLORIDA