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FLORIDA NON-PROFIT CORPORATION
EDGEWATER NEIGHBORHOOD ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

OF

EDGEWATER NEIGHBORHOOD ASSOCIATION, INC.

THE undersigned incorporator(s), for the purpose of forming a Not for Profit Corporation under Chapter 617 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: EDGEWATER NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be: 456 N.E. 29th STREET, MIAMI, FL 33137

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain 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 charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
2. The specific purpose for which the corporation is organized is : PROVIDE AFFORDABLE HOUSING, GREEN SPACES & NEIGHBORHOOD ENHANCEMENT.

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170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of DADE County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

13. The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV

The manner in which the directors are elected or appointed shall be:
STATED IN THE BY LAWS

ARTICLE V

The name and street address of the initial registered agent shall be:
BETTY HYMAN 2 ALHAMBRA PLAZA, SUITE 802, CORAL GABLES, FL 33134

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
2444 NW 7TH PLACE
MIAMI, FL 33127

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

BETTY HYMAN

PRES./VICE-PRES./SEC./TREAS.

2 ALHAMBRA PLAZA, SUITE #802
CORAL GABLES, FL 33134

ARTICLE VIII

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this

corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IX

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE X

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-laws.

The undersigned incorporator has executed these Articles of Incorporation this 12TH day of JULY, 2001.

Ray Starnett
INCORPORATOR

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Edgewater Neighborhood Association, Inc.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.

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Betty Hyman
REGISTERED AGENT

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