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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

CITYWIDE HOUSING, INC.

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Page Count	08
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 28, 2002

FAS-T

SUBJECT: CITYWIDE HOUSING, INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CITYWIDE HOUSING, INC.

(A Not For Profit Corporation)

The undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and citizen of the United States pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be:

CITYWIDE HOUSING, INC. and the principal place of business is
1100 Collins Ave, Suite 311, Miami Beach, Florida 33139.

ARTICLE II

DURATION

The period of the duration of this Corporation shall be perpetual, unless dissolved according to the law. The effective date shall be the date of the filing with the Florida Secretary of State.

ARTICLE III

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within

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Ruden McClosky, Et al, 701 Brickell Ave., Ste. 1900
Miami, Florida 33133
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the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The Corporation may also seek to advance such purposes by granting charitable contributions to other organizations described in Code Section 501(c)(3) or to other entities or individuals as may be permitted by the Code.

The Corporation is organized, on a non-stock basis, for the purpose of coordinating, facilitating, providing, managing, and arranging for, the delivery of land and/or real estate (commercial and/or residential), and to do all that is required to accomplish such purpose as permitted by law. The Corporation shall engage in any other lawful activity or act for which corporations can be organized under the Florida Not-For-Profit-Corporation Act.

ARTICLE IV

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE V

LIMITATIONS

- A. No earnings of the Corporation shall inure in whole or in part to the benefit of

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private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(3) and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Code Section 170(c)(2) and regulations as they now exist or as they may hereafter be amended.

ARTICLE VI

MEMBERS

The provisions for categories of members and their respective privileges, qualification of members and the manner of their election shall be provided in the bylaws.

ARTICLE VII

BOARD OF DIRECTORS

1. The Corporation shall be managed by the Board of Directors. This Corporation shall have three (3) directors initially who will be designated as a board of directors. The number of directors may be varied from time to time, by the by-laws, but shall never be less than three (3).

2. The members of the Board of Directors must be employed by, or serve on the Board

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of Directors of, corporations which are participating members of the Corporation.

3. Directors shall be elected and hold office in accordance with the by-laws.
4. The names and addresses of the persons who are to serve as the initial directors of the

Corporation are:

Leon Valentine - 6251 S.W. 63rd Avenue, Miami, Florida 33143
Ulysses L. Felder - 1100 Collins Avenue, Suite 311, Miami, Florida 33139
Isabel Ferrell - 13261 S.W. 71st Street, Miami, Florida 33183

ARTICLE VIII

INCORPORATOR

The name of the Incorporator of this Corporation is Ulysses L. Felder and the address of said Incorporator is 1100 Collins Avenue, Suite 311, Miami Beach, Florida, 33139.

ARTICLE IX

MEETINGS

1. The annual meeting for the election of members of the Board of Directors shall be held as provided in the by-laws.
2. The Corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings and shall provide notice of all such meetings.
3. A majority of the members shall constitute a quorum for the holding of any meetings of the directors.

ARTICLE X

BY-LAWS

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1. The Board of Directors of this Corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice the by-laws may be altered, amended or rescinded by a majority vote of those directors present at a regular meeting or any special meeting called for that purpose at which a quorum is present.

ARTICLE XI

AMENDMENTS

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a majority vote of all members entitled to vote thereon.

2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the by-laws, of intention to submit such amendments.

ARTICLE XII

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1100 Collins Avenue, Suite 311, Miami Beach, Florida, 33139 and the name of the registered agent of the Corporation at that address is Ulysses L. Felder.

ARTICLE XIII

OFFICERS

1. The officers of the corporation shall be a Chairman, Vice-Chairman, President, Vice

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President, Secretary, Treasurer, and such other officers as may be provided in the by-laws and will be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

2. The officers of the corporation may receive compensation as defined by the by-laws of the corporation and may be modified by the Board of Directors from time to time as set forth by the by-laws.

ARTICLE VX

INDEMNIFICATION

The private property of the officers, directors and members of this corporation shall not be liable for its corporate debts. To the extent permitted by Florida Statutes, the corporation shall indemnify and defend its officers and its directors and members from and against liability arising from their offices or for their acts on behalf of the corporation.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed her signature this 28 day of March, 2002.



Ulysses L. Felder

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Miami, Florida 33133
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STATE OF FLORIDA

COUNTY OF Miami Dade

)
) SS:
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I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Ulysses L. Felder, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of March, 2002.


Notary Public

Notary Public

Typed, printed or stamped name of

My Commission Expires:



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Ulysses Felder, hereby accept the appointment as the registered agent of CITYWIDE,
HOUSING, INC.

Dated: 3/28/02

Ulysses L. Felder
Ulysses L. Felder

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TALLAHASSEE, FLORIDA

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