

Carol Goldstein Stiefel

Attorney at Law

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September 25, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/30/02--01018--018
*****87.50 *****87.50

Re: Wind & Rain Foundation, Inc.

Dear Sir:

Enclosed please find an original and copy of the Articles of Incorporation for the above captioned not for profit corporation along with a check for \$87.50 for the following:

Filing Fee and	
Registered Agent fee:	\$70.00
Certified Copy:	\$8.75
<u>Certificate of Status</u>	<u>\$8.75</u>
Total:	\$87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certified copy and the Certificate of Status in the enclosed self addressed stamped envelope. Thank you for your assistance and prompt attention to this matter.

Very truly yours,



Carol Goldstein Stiefel

Enclosures

Carol
AUTHORIZATION BY PHONE TO GAVE
CORRECT Art 1
DATE 10/3/02
DOC. EXAM m

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ARTICLES OF INCORPORATION
OF
WIND & RAIN FOUNDATION, INC.

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be: Wind & Rain Foundation, Inc.

ARTICLE II

Principle Place of Business and Mailing Address

The principal place of business and the mailing address of the Corporation shall be:

Wind & Rain Foundation, Inc.
145 Grand Avenue
Coral Gables, Florida 33133-4839

ARTICLE III

The purposes for which the Corporation is formed are:

- a. to provide mortgage financing to low and moderate income individuals.
- b. to provide rental assistance and provide affordable rental housing to low and moderate income individuals.
- c. to provide credit repair to low and moderate income individuals.
- d. to provide funding for single family home construction for low and moderate income individuals.
- e. to accept charitable donations to further the purposes of the Corporation.
- f. to apply and receive funding from all applicable public and private funding sources to further the purposes of the Corporation.

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TALLAHASSEE, FLORIDA

- g. to provide any additional service in order for low and moderate income individuals to obtain adequate housing with the ultimate goal of home ownership.
- h. to accept, hold, administer, invest and disburse for such purposes or for other scientific, educational, literary, charitable or religious purposes.
- i. to accept funds as may be given to the Corporation by individuals, corporations (for-profit or not-for-profit), trusts (private or charitable), foundations (public or private), government agencies (local, state or federal) or other similar organizations or entities.
- j. to make financial and other types of contributions and assistance to other tax exempt scientific, educational, literary, charitable and religious organizations in the community.
- k. to engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the forgoing stated purposes and permitted under the laws of Florida and the United States.

W&R is organized exclusively for charitable, religious, educational and scientific purposes, including, such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

Management of the Corporation

Board of Directors. The powers of the Corporation shall be exercised, under the authority of and its affairs conducted, by a Board of Directors. The Board of Directors shall be nominated by and elected by the majority of the Directors of the Corporation. The number of directors of the Corporation shall be a minimum of three and a maximum of fifteen. The number of directors may be increased or decreased from time to time by amendment to the Articles of Incorporation.

Each member of the Board of Directors shall serve a term of one year.

The names and addresses of such first members of the Board of Directors are as follows:

Anthony R. Parrish, Jr., 145 Grand Avenue, Coral Gables, Florida 33133-4839.

Anthony R. Doris, 7524 S.W. 58th Avenue, South Miami, Florida 33143

Mark L. Rivlin, 1550 Madruga Avenue, #120, Coral Gables, Florida 33146

The Directors shall serve during the first year of the Corporation's existence or until their Successors are elected and qualified, the next annual meeting of the Corporation and until the qualification of the successors in office. Annual meetings of the Corporation shall be held on the first Monday in May of each year at the principal office of the Corporation, or at such other place or time as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such actions. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of the corporation authorize the directors to so act.

Vacancies occurring on the Board prior to the expiration of any term shall be filled for the balance of that term by nomination of one or more of the members of the Board of Directors, approval for which should be accomplished by a majority vote of the entire Board members. Directors shall serve without compensation.

Officers. The members of the Corporation shall elect the following officers: President, Vice President, Secretary, and Treasurer and any other such officer as the By-Laws of the Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first meeting of the Corporation.

ARTICLE V

Limitation of Corporate Powers

The corporate powers of the Corporation are as provided in Section 617.0302 Florida Statutes except as limited by this Article V. No part of the net earnings or contributions of the Corporation shall inure to the benefit of or 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 the purposes set forth in Article III hereof.

ARTICLE VI

Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Code, or the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

Indemnification

The Corporation shall indemnify each director and officer of the Corporation against any and all expenses reasonably incurred by him in connection with, or arising out of, any action, suit or proceeding of any kind in which he may be involved, or is threatened to be made a party, by reason of the fact that he is or was a director or officer of the Corporation (whether or not he continues to be a director or officer at the time such expenses are incurred) to the fullest extent permitted by law.

ARTICLE VIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and present to a quorum of directors for their vote. Amendments may be adopted by the vote of three fourths of a quorum of the Directors of the Corporation.

ARTICLE IX

Initial Registered Agent and Street Address

The name and the street address of the initial registered agent is:

Anthony R. Parrish, Jr.
145 Grand Avenue
Coral Gables, Florida 33133-4839

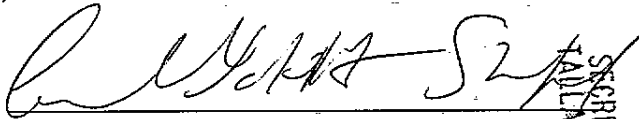
ARTICLE X

Incorporator

The name and the street address of the incorporator for these articles of incorporation is:

Carol Goldstein Stiefel, Esq.
1550 Madruga Avenue, Suite 120
Coral Gables, Florida 33146

The undersigned incorporator has executed these Articles of Incorporation this 25th day of September, 2002.

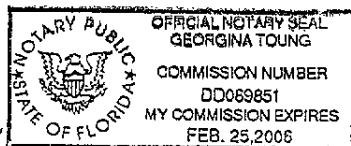

Carol Goldstein Stiefel

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


BEFORE ME, the undersigned authority, personally appeared Carol Goldstein Stiefel to me known to be the person who subscribed to the foregoing Articles of Incorporation of Wind & Rain Foundation, Inc., and she acknowledged that she did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 25th day of Sept., 2002.



SEAL

My Commission Expires:


NOTARY PUBLIC, STATE OF FL.
GEORGINA TOUNG

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.

Dated this 25th day of September, 2002


Anthony R. Parrish, Jr.