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FLORIDA NON-PROFIT CORPORATION

sfpc community housing corporation

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ARTICLES OF INCORPORATION
OF
SFPC COMMUNITY HOUSING CORPORATION
A Not-For-Profit Corporation

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617.

03 JUN 1981 11:08 AM
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TALLAHASSEE, FLORIDA

Article 1: Name and Principal Address

The name and of this Corporation is SFPC Community Housing Corporation. The principal place of business and office of the corporation is 155 South Miami Avenue, Suite 1150, Miami, Florida 33131.

Article 2: Nature of Corporation

This is a not-for-profit corporation, organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act as set forth in Florida Statutes Chapter 617.

Article 3: Purpose

The general nature of the business to be conducted and carried on by this corporation is:

(a) Without in any way limiting the foregoing general purposes, the specific purpose for which this Corporation is formed is to acquire, construct, rehabilitate, own, operate and provide scattered sites as residential housing within Miami-Dade County, Florida, such property to serve as affordable housing. Such housing shall be affordable to persons whose income levels fall within the definition of "low income" or "very low income" as defined by applicable federal and state laws.

(b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, for non-profit business, including, but not limited to acquiring, constructing, rehabilitating, owning, operating and providing residential property to serve as affordable housing in Miami-Dade County, Florida.

(c) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores of works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which it is organized.

(d) The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgage, bonds and all other negotiable papers; to

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secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(e) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(f) To carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interest of the corporation, or to enhance the value of its assets.

(g) To do and perform and cause to be done or performed each, any and all of the acts and things enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given to non-profit corporations, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said corporation is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it was organized. The said corporation may perform any part of its business outside of the State of Florida, or in other states or colonies of the United States, or in any foreign countries.

(h) To have all lawful powers incidental to corporations of its character, including perpetuity, all powers set forth in Chapter 617, "Corporation Not For Profit", Florida Statutes, or the corresponding provision of any future Florida Statute to same and amendment thereof.

Article 4: Non-Profit

The Corporation, being not-for-profit, shall have no shares of stock of any classification, nor shall any of same be issued. No dividend shall be paid and no part of the net earnings, properties or assets of the Corporation, or dissolution or otherwise, shall issue to the benefit of, or be distributed 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 distribution in furtherance of the purpose set forth in these Articles of Incorporation and Bylaws.

Article 5: Members

The Corporation shall have members. The qualification of members and the manner of their admission and separation is as follows:

1. Membership in the Corporation consists of any person, without regards to race, age, sex, or national origin who accepts the rules and regulations of membership as further defined in the Bylaws of this Corporation and is approved for membership by the Board of Directors.

2. Membership in the Corporation shall terminate by death, resignation, and removal for cause, the latter instance at the direction of the Board of Directors, upon two-thirds vote for removal by the Directors pursuant to the Corporation's Bylaws.

3. Other regulations, rights and privileges of membership shall be determined and fixed by the Corporation's Bylaws.

Article 6: Management

The management of the Corporation shall be by the Board of Directors.

Article 7: Directors

There shall never be less than three (3) members of the Board of Directors of the Corporation. The names and residence addresses of the Directors who shall serve in that capacity until the election of their successors is as follows:

Name	Address	City/State	Zip Code
Frederick Jackson	1 Alhambra Plaza, 8 th Floor	Coral Gables, FL	33134
Linda S. Quick	6363 Taft Street, Ste 200	Hollywood, FL	33024
Msgr. Franklyn Casale	16400 NW 32 Avenue	Miami, FL	33054
Gonzalo De Ramon	100 SE 2 nd Street, 13 th Floor	Miami, FL	33131
J. Ed Bell	8350 NW 52 nd Terrace, Ste 107	Miami, FL	33166
Lynette Brooks	201 Northeast 11 th Street, #128	Homestead, FL	33030
Juan Jose Crespo	789 NW 13 th Avenue, Apt 205	Miami, FL	33125
Stephen Danner	1101 Brickell Avenue, Ste 1402	Miami, FL	33131
Tere Garcia	2601 S. Bayshore Dr. 10 th Floor	Miami, FL	33133
Sonya Hannah	3911 NW 181 Street	Miami, FL	33055
Diana Kronz	261 Southeast 6 th Street, #103	Homestead, FL	33030
Alan Ojeda	848 Brickell Avenue, Ste 1010	Miami, FL	33131
Neill D. Robinson	7900 NE 2 nd Avenue 6 th Floor	Miami, FL	33138
Hon. Jeffrey Rosinek	1351 NW 12 th Street, Room 405	Miami, FL	33125
Peter W. Roulhac	200 South Biscayne Blvd, 15 th Floor	Miami, FL	33131
Debbie Rowe Millwood	100 SE 2 nd Street, Ste 2700	Miami, FL	33131
Dr. George A. Simpson	3619 Percival Avenue	Miami, FL	33133
Samuel Thorpe	233 NW 20 th Terrace, Apt 112	Miami, FL	33127

The method of selection, the term of office and the duties of the Directors, consonant with applicable law, shall be prescribed in the Corporation's Bylaws.

Article 8: Officers

The Corporation shall have officers as prescribed by law. The names of the officers who are to serve until the election of their successors is as follows:

President: Mr. Frederick Jackson
Vice-President: Ms. Linda S. Quick
Secretary: Msgr. Franklyn Casale
Treasurer: Mr. Gonzalo De Ramon

Article 9: Indemnification

The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Article 10: Incorporators

The name and residence address of the incorporator of this Corporation is as follows: Daniel A. Weiss, 550 Brickell Avenue, Penthouse Two, Miami, Florida 33131.

Article 11: Bylaws

The Bylaws of the Corporation may be made, altered or rescinded by a two-thirds vote of the members of the Board of Directors of the Corporation present at any regular or special meeting, due notice of one week having been mailed or delivered to all members of the Board of Directors. For purposes of Notice of Mail, notice is complete upon mailing.

Article 12: Amendments

The Articles of Incorporation of the Corporation may be amended or repealed by a two-thirds vote of the members of the Board of Directors of the Corporation present at any regular or special meeting, due notice of one week having been mailed or delivered to all members of the Board of Directors. For purposes of Notice of Mail, notice is complete upon mailing.

Article 13: Registered Agent and Office

The name of the initial registered agent is Daniel A. Weiss, and the street address of the initial registered agent's office of the Corporation is 550 Brickell Avenue, Penthouse Two, Miami, Florida 33131.

Article 14: Political and Legislative Action

No substantial part of the activities of the Corporation shall be the carrying on of political propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article 15: Residual Assets

In the event of dissolution of the Corporation, the residual assets of the Corporation will be transferred to one or more other organizations which themselves are qualified as Corporations Not for Profit or as non-profit associations under the laws of the State of Florida, exempt as organizations described in sections 501 (c)(3) and 170(c) of the Internal Revenue Code of 1954 or corresponding sections of any future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose; should such other organization not accept, or be unable to accept these assets.

Article 16: Internal Revenue Code

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law; or (b) a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 2nd day of June, 2003.

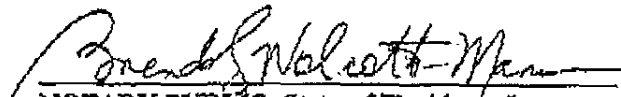


Daniel A. Weiss
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)


I hereby certify that on this day before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Daniel A. Weiss to me known to be the person described as Incorporator to and who executed the foregoing articles for the purposes stated therein.

Witness my hand and official seal at Miami, Miami-Dade County, Florida, this 2nd day of June, 2003.



NOTARY PUBLIC, State of Florida, at Large

My Commission Expires:

 Brenda Walcott-Marcus
My Commission DD028874
Expires May 17 2005

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**Certificate Designating Place Of Business Or Domicile For The Service Of Process
Within Florida And Naming Agent Upon Whom Process May Be Served**

In compliance with section 48.091, Florida Statutes, the following is submitted:

That **SFPC Community Housing Corporation**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 155 South Miami Avenue, Suite 1150, Miami, Florida 33131, State of Florida has named Daniel A. Weiss, located at 550 Brickell Avenue, Penthouse Two, Miami Florida 33131, as its registered agent to accept service of process within Florida.

Daniel A. Weiss

Daniel A. Weiss
Title: Registered Agent
Date: June 2, 2003

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby 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.

Daniel A. Weiss

Daniel A. Weiss
Date: June 2, 2003

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TALLAHASSEE, FLORIDA

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