

NO300000064/S

(Requestor's Name)

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☐ PICK-UP

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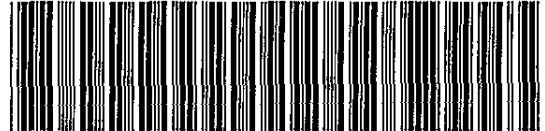
(Business Entity Name)

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DIVISION OF REGISTRATION

03 JUL 28 AM 9:41

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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

By the Bay Housing Inc

Signature \_\_\_\_\_

Requested by: SW

Name \_\_\_\_\_

Date 7/28

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- ☒ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**BY THE BAY HOUSING, INC.**

FILED  
03 JUL 28 PM 1:13  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF FLORIDA

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of Florida, and further certify that:

**ARTICLE I**  
**NAME**

That the name of the Corporation is **BY THE BAY HOUSING, INC.** (hereinafter referred to as "the Corporation");

**ARTICLE II**  
**DURATION**

The existence of the Corporation will be perpetual, unless it shall hereafter be dissolved according to law.

**ARTICLE III**  
**INITIAL REGISTERED OFFICE AND AGENT**

- (a) The principal office of the Corporation will be located at 10865 92<sup>nd</sup> Street North, Largo, Florida 33777.
- (b) The initial resident agent of the Corporation is Joseph A. DiVito, Esq., of DiVito & Higham, P.A., whose post office address is 4514 Central Avenue, St. Petersburg, Florida 33711.

**ARTICLE IV**  
**PURPOSE**

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

- (a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. In pursuance of the foregoing, the Corporation shall have the purpose to

provide low income elderly persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

- (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

#### ARTICLE V POWERS

The Corporation is empowered to exercise the powers permitted non-profit corporations under Chapter 617 and the Florida Statutes including:

- (a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof.
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.
- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under the provisions of the National Affordable Housing Act or any other public program.
- (d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article IV(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. 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 VI**  
**MEMBERS**

Membership in the Corporation shall, at all times, be limited to individuals who are the Directors of BY THE BAY HOUSING, INC., or such other individuals as elected by the Membership. In the event that a member ceases to be a Director of BY THE BAY HOUSING, INC., then this shall constitute automatic resignation as a member of the Corporation.

**ARTICLE VII**  
**OFFICERS AND DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) nor more than fifteen (15) in number who shall be elected by the members of the Corporation at the Annual Meeting. The names and post office addresses of the persons who shall serve as initial Directors until their successors are duly qualified, are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Paulette Scott	10865 92 <sup>nd</sup> Street North Largo, Florida 33777
Mark R. Scott	10865 92 <sup>nd</sup> Street North Largo, Florida 33777
Jasper Scott	596 55 <sup>th</sup> Avenue N.E. St. Petersburg, Florida 33703

The officers of the Corporation as provided by the By-Laws of the Corporation shall be elected by the Directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one year. The Secretary and Treasurer may be one and the same person.

The following officers will serve until the next annual meeting, or until their successors are elected and qualified.

<b><u>OFFICER</u></b>	<b><u>NAME</u></b>
PRESIDENT	Paulette Scott
VICE PRESIDENT	Mark R. Scott
SECRETARY/TREASURER	Jasper Scott

The directors shall serve without compensation.

**ARTICLE VIII**  
**INCORPORATORS**

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

Paulette Scott	10865 92 <sup>nd</sup> Street North Largo, Florida 33777
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Mark R. Scott

10865 92<sup>nd</sup> Street North  
Largo, Florida 33777

Jasper Scott

596 55<sup>th</sup> Avenue N.E.  
St. Petersburg, Florida 33703

**ARTICLE IX**  
**BY-LAWS**

By-laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

**ARTICLE X**  
**AMENDMENTS**

- (a) Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present. Upon such approval, such an Amendment must also be forwarded to the Secretary of State, State of Florida, and filed and approved by him before the same shall become effective.
- (b) While there is in existence a mortgage insured under the National Housing Act, as amended, or held by the Secretary of Housing and Urban Development neither these Articles of Incorporation nor any Bylaws adopted for the operation of the Corporation will be amended without the advance written approval of the Secretary of Housing and Urban Development or his authorized representative.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 25<sup>th</sup> day of July, 2003.

Paulette Scott  
PAULETTE SCOTT

Mark R. Scott  
MARK R. SCOTT

Jasper Scott  
JASPER SCOTT

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, that **PAULETTE SCOTT**, who is personally known to me or who provided FC DL as identification, and who executed these Articles of Incorporation freely and voluntarily for the purposes therein expressed.

July WITNESS my hand and official seal in said County and State, this 24<sup>th</sup> day of July, 2003.  
(SEAL)

Jean M Bridges  
NOTARY PUBLIC  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PINELLAS



Jean M Bridges  
My Commission DD229291  
Expires July 06, 2007

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, that **MARK R. SCOTT**, who is personally known to me or who provided FC DL as identification, and who executed these Articles of Incorporation freely and voluntarily for the purposes therein expressed.

July WITNESS my hand and official seal in said County and State, this 25<sup>th</sup> day of July, 2003.  
(SEAL)

Jean M Bridges  
NOTARY PUBLIC  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PINELLAS



Jean M Bridges  
My Commission DD229291  
Expires July 06, 2007

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, that **JASPER SCOTT**, who is personally known to me or who provided FC DL as identification, and who executed these Articles of Incorporation freely and voluntarily for the purposes therein expressed.

July WITNESS my hand and official seal in said County and State, this 24<sup>th</sup> day of July, 2003.  
(SEAL)

Jean M Bridges  
NOTARY PUBLIC  
My Commission Expires:



Jean M Bridges  
My Commission DD229291  
Expires July 06, 2007

**ACCEPTANCE BY DESIGNATED REGISTERED AGENT**

BY THE BAY HOUSING, INC., having designated JOSEPH A. DIVITO, ESQ. as its Registered Agent at the address located at DiVito & Higham, P.A., 4514 Central Avenue, St. Petersburg, FL 33711, and JOSEPH A. DIVITO, ESQ., as having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Dated this 25 day of July, 2003.

  
JOSEPH A. DIVITO, ESQ.  
REGISTERED AGENT

FILED  
03 JUL 28 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399