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DIVISION OF CORPORATIONS

TS
7/22/03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 215465 6099A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : August 22, 2003

ORDER TIME : 10:30 AM

ORDER NO. : 215465-005

CUSTOMER NO: 6099A

CUSTOMER: Tracie A. Castiglia, Secretary
Moyle Flanigan Katz Raymond &
Sheehan, P.A.
P.O. Box 3888

West Palm Beach, FL 33402-3888

DOMESTIC FILING

NAME: FLORIDA HOUSING GROUP ONE,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 1149

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
FLORIDA HOUSING GROUP ONE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, acting as Incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be FLORIDA HOUSING GROUP ONE, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 3432 West 45th Street, West Palm Beach, Florida 33407.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively for the promotion of social welfare throughout the State of Florida, particularly the provision of low-income housing and contract administration in connection therewith, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Member, directors, or officers, except that this 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 II hereof.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Qualification and Admission of Member

The Member of this Corporation shall be the Palm Beach County Housing Authority, a housing authority in the State of Florida created pursuant to Part I of Chapter 421, Florida Statutes, which is a public housing agency as defined in the United States Housing Act of 1937 whose purpose is consistent with the Corporation.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3432 West 45th Street, West Palm Beach, Florida 33407, and the name of the initial registered agent of this Corporation at such address is Barry F. Seaman.

ARTICLE VII

Board of Directors

This Corporation shall have three (3) Directors initially. Thereafter the number of Directors shall be increased or decreased by the Member, but shall never be less than three (3). The names and

addresses of the initial Directors of this Corporation, who shall serve until their successors are appointed and have qualified pursuant to the Bylaws of this Corporation, are:

Barry F. Seaman	Palm Beach County Housing Authority 3432 West 45 th Street West Palm Beach, Florida 33407
Daniel Queen, Jr.	Palm Beach County Housing Authority 3432 West 45 th Street West Palm Beach, Florida 33407
Joseph Zalman	Palm Beach County Housing Authority 3432 West 45 th Street West Palm Beach, Florida 33407

ARTICLE VIII

Bylaws

The Bylaws of this Corporation shall be made, altered, amended or rescinded only by vote of the Member.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended only by vote of the Member.

ARTICLE X

Rights Reserved To Member

In addition to any other rights reserved to the Member hereunder, the following additional rights are reserved to the Member:

1. The right to approve these Articles of Incorporation and all amendments thereto.
2. The right to control, direct and authorize the execution of any ACC between the United States Department of Housing and Urban Development and the Corporation.

3. The right to directly or indirectly control operation of the Corporation; and
4. The right, upon dissolution or termination of the Corporation, to receive or designate the entities to receive title to all real and personal property held by the Corporation.

ARTICLE XI

Indemnification

Every Director and every officer of this Corporation shall be indemnified by this Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees in trial and appellate proceedings, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of this Corporation, or any settlement thereof, whether or not he or she is a Director or officer at the time such expenses are incurred unless the liability of the Director or officer in question is adjudged by decision of court to result from the gross negligence or willful misconduct of such officer or Director in the performance of his or her duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of this Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said Director or officer may be entitled.

ARTICLE XII

Dissolution

In the event of dissolution, any residual assets of this Corporation shall be distributed as directed by the Member for one or more exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Internal Revenue law of the United States, or to the federal, or a state, or a local government for exclusively public purposes.

ARTICLE XII

Incorporator

The name and address of the Incorporator of this Corporation is:

Barry F. Seaman

3432 West 45th Street
West Palm Beach, FL 33407

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation, this 20th day of August, 2003.


BARRY F. SEAMAN

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20th day of August, 2003, by Barry F. Seaman, as the DR of Palm Beach County Housing Authority, Member of Florida Housing Group One, Inc., on behalf of the corporation, and

he/she is personally known to me, OR
has produced _____ as identification.

Notary Name: R. Hamilton Ward

Notary Public Serial (Commission) Number

(NOTARY STAMP)
(if any) _____



R Hamilton Ward
My Commission DD177923
Expires April 16, 2007

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT FLORIDA HOUSING GROUP ONE, INC. DESIRING TO ORGANIZE OR QUALIFY
AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS INITIAL REGISTERED OFFICES AT 3432 WEST 45TH STREET, WEST PALM
BEACH, FLORIDA 33407 HAS NAMED BARRY F. SEAMAN, LOCATED AT 3432 WEST 45TH
STREET, WEST PALM BEACH, FLORIDA 33407 AS ITS REGISTERED AGENT TO ACCEPT
SERVICE OF PROCESS FOR THE CORPORATION WITHIN THE STATE OF FLORIDA.


BARRY F. SEAMAN
Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place
designated in this Certificate, I am familiar with and I hereby accept the obligations of this position,
and agree to comply with the provisions of Florida Statutes relative to keeping open said office and
further accept the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 20 day of August, 2003.


BARRY F. SEAMAN
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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