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TH 3/31/04

TRANSMITTAL LETTER

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

SUBJECT: TRI-COUNTY ^{Community} HOUSING SERVICES INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: DENNIS G. HAMMEL
Name (Printed or typed)

770 ROLLING HILLS Rd
Address

PORT ORANGE FL 32128
City, State & Zip

386 871 6309
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 11, 2004

DENNIS G HAMEL
770 ROLLING HILLS RD
PT ORANGE, FL 32128

SUBJECT: TRI-COUNTY HOUSING SERVICES, INC.
Ref. Number: W04000009934

RECEIVED
04 MAR 30 AM 10:49
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for TRI-COUNTY HOUSING SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

10
Tammy Hampton
Document Examiner
New Filings Section

Letter Number: 104A00016478

Articles of Incorporation
Of
Tri-County Community Housing Services, Inc.
A Non-Profit Foundation and Trust

We, The undersigned, as natural persons over the age of 18 years, acting as incorporators of a not-for-profit corporation, adopt the following Articles of Incorporation for such not-for-profit corporation pursuant to Chapters 617 and 607, Florida Statutes. Providing for the formation, liability, rights, privileges and immunities of a Corporation not-for-profit.

Article I
Name and Mailing Address

The name of this Corporation is: Tri-County Community Housing Services, Inc. A Non-Profit Foundation and Trust ("Corporation") and its principal office and mailing address are 1648 Taylor Road #256 Port Orange, Florida 32128.

Article II
Duration

The existence of the Corporation shall be perpetual. Corporate existence shall commence on the date of the filing of these Articles.

Article III
Purposes

The Corporation is organized and operated exclusively for charitable, religious, educational, scientific or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Notwithstanding any other provision of these Articles, The 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 the corresponding, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of the 1986(or the corresponding provision of any future United States Internal Revenue Law.

Within the scope of the foregoing, the corporation is specifically organized, formed and shall be operated to relieve the distressed the poor and the working poor, by acquiring, building, constructing, developing, rehabilitating, and operating housing programs to buy, sell, rehabilitate, rent, lease, and lease option homes and housing for "low-income families, very-low income families, low and moderate income families", and individuals, including the aged and the handicapped, as determined in accordance with applicable Department of Housing and Urban Development guidelines. Assisting those above named individuals and households by enabling them to secure the basic human need of decent shelter; combating blight and deterioration in communities and contributing to their physical improvement; promoting social welfare through community based as well as private sector housing initiatives and lessening the burdens of government by assisting local governments and their re-development agencies, authorities, board or commissions in the undertaking of housing activities, including program administrations and management activities, targeted to low and moderate income persons, families including the working poor.

04 MAR 30 AM 11:44
TALLAHASSEE, FLORIDA

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To provide pre and post homeowner education, foreclosure counseling, financial planning and counseling, homeowner placement and other such services relating to housing, affordable housing, economic development and re-development, housing opportunities, housing management and consulting, housing programs and ventures, housing and home ownership initiatives, housing solutions, housing sites, housing research and development of homes and land, homes for living, viewing, exchanging, owning, renting and lease options

Housing, Home and Land Marketing and Advertising. To provide Home-seller Resources and Consulting services through the education of the perspective buyers of the homebuyer process.

To provide assistance to persons pursuing home ownership. All programs will be designed to protect consumer's rights without discrimination because of race, religion, color, national origin, sex, familial status or disability; or federal, state or such other protected status as may be conferred by federal, state, or local laws.

To solicit and receive grants, collect funds as may be given to the corporation by individuals, corporations (for-profit or not-for-profit) from charitable persons, firms and corporations, either absolutely or in trust (private or charitable) foundations (public or private) government agencies (local, state, or federal) or other similar organizations or entities, by gift, conveyance, transfer, settlement, devise and bequest, or in any other manner or manners, lands, buildings, bonds, shares of corporate stock, monies, clothing, food and any and all other kinds of property by any name and nature and to manage and invest the same; to dispose of in any manner, and to distribute in the discretion of the Directors, any portion of income and/or corpus of said gifts, exclusively for:

1. Religious, charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals, but no part of such corpus or income shall inure to or be spent for the benefit of any private Director, Director or Individual, and no part of the activities shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation.
2. The foregoing purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from the terms of any other clause of these Articles of Incorporation and shall each be regarded as independent, and construed as powers as well as purposes of the Corporation. The Directors shall have complete discretion and control as to what portion of said property and property rights shall be devoted to each of said authorized purpose.
3. This Corporation shall engage, otherwise that as an insubstantial part of its activities, only in activities which in themselves are in the furtherance of its stated purposes and upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section (501)(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code or shall be distributed to the Federal, 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, in the county in which the principal office of the organization is then located, exclusively for such purposes.

4. To exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, build, lease, or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein. To accept, hold, administer, invest and disburse for such purposes or for other scientific, educational, literary, charitable or religious purposes.
5. To provide clean, safe, high quality shelter in the form of single and multi-family homes, (new or used) for economically disadvantaged first time home buyers and home buyers, including those who suffer the effects of financial discrimination due to race, gender or national origin and to assist these first time home buyers and home buyers in applying for and qualifying for mortgage financing.
6. To take unproductive, debt-ridden, vacant and/or abandoned lots within certain venues, which have been stricken by urban blight and transform them into productive, revenue-producing residential home sites, thereby creating and maximizing property tax revenue.
7. To purchase, take, receive, build, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, whatever and wherever situated. To sell convey, mortgage, pledge, create a security interest bearing lease, exchange, transfer and otherwise dispose of all or any part of its property assets. To Gift money to, and use its credit to assist low, very low and moderate-income families and persons in they're home buying.
8. To strengthen the capacity with an emphasis on Missions and Missionary work of people desiring to work in the non-profit sector to serve The Living God, each other and their communities, by providing resources that may not otherwise be available.
9. To advance the development of effective leadership and management, skills with excellence and for those individuals working within the non-profit sector empowering them to serve better with a Mission and Evangelistic, outreach through the utilization of workshops, seminars, lectures and symposiums.
10. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.
11. No part of the Monies or Property received by the Corporation from any source, including its operations, shall be used directly or indirectly for the benefit of or to be distributed to the officers, Board members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments necessary for the furtherance of the purposes set forth in the Article, hereof. No substantial part of the activities of the Corporation shall be 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 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: a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or: b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or: c) the Corporation shall strive to obtain funds to be used for the benefit of the Corporation, either through Grants, Endowments, Gifts, Membership Dues, Charges, Devises, Bequests, Fund-Raising or otherwise, all of which shall be in furtherance of or in connection with or incidental to the charitable purposes of this Corporation.

Article IV General Powers

This Corporation shall have all powers granted by applicable Florida Law to not-for-profit corporations as Provided in Section 617.0302 Florida Statutes.

1. To enter into, make, receive assignments of, grant assignments of and perform contracts of every nature and kind for any lawful purpose.
2. To lend money for its corporate purposes, invest and reinvest funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
3. To make contracts and guarantee and incur liabilities, borrow money at such rates of interest as the corporation may determine, secure any of its obligations by mortgage or pledge of all or any of its property, assets and income.
4. To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to loyalty or otherwise, and whether exclusive, nonexclusive, or limited, or any party interest in any of the foregoing whether in the United States or in any other part of the world; to sell, let, or otherwise grant any parent rights, concessions, licenses invention, rights or privileges or any interest in any thereof, to any region any patent or patents for any invention, or inventions, or obtain exclusive or other privileges respect of the same, in any part of the world, to apply for, exercise use or otherwise deal with any patents rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade in any and all machinery, plant, articles produced or traded in by virtue of or in connection with any such letters, patents, concessions, licenses, inventions, rights or privileges as aforesaid.
5. To aid in any manner any individuals, corporation, company, association, trust, trustee government or governmental agency or entity, or other persons, or entity whatsoever for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things or refrain from doing any acts or things designed for any such purposes.
6. To elect or appoint officers and agents and define their duties and fix their compensation.

a). To make and alter bylaws, not consistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

b). To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

c). To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

d). To provide insurance for its benefit on any and all real property and all forms of insurance on its directors, officers, and members consistent with the laws of the State of Florida.

To have an exercise all powers necessary or convenient to affect the general purposes of the Corporation or necessary or desirable in order to accomplish them.

Article V Board of Directors

The affairs of the Corporation shall be managed and governed by its Board of Directors and such Officers, as they shall designate to perform the Executive functions of the operation of the corporation.

a). The Board of Directors shall be elected by the members of the corporation and can be members of the Corporation.

b). The members of the Board shall consist of not less than three (3) persons.

c). The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

d). One third of the Board members shall be residents of low-income neighborhoods, other low-income community residents, or elected representatives of low income neighborhood organizations.

e). The board shall maintain a formal process for low income beneficiaries to advise the organization in its decisions regarding the design, siting, development, and management of affordable housing.

Four persons shall constitute the initial Board of Directors and will serve as Directors until the first annual membership meeting or until there successors are elected. Thereafter, at the annual meeting of the members of the Corporation, The Board of Directors shall be elected every five (5) years for a five-year term.

The names and addresses of these four persons are:

Clyde Pierce, 2067 Old Daytona Road, Port Orange, Florida 32128
T. R. Sicilia, 1108 S. Peninsula Dr. Daytona Beach, Florida 32118
Dennis G. Hamel, P.O. Box 291221 Port Orange, Florida 32129
Joe Guethon M.D. 34 Laurel Ridge Brake, Ormond Beach, Florida 32174

The Corporation is intended to qualify and to operate as a public charitable organization and receive no more than one-third of its revenue from gross

investment income and more than one-third of its revenue from contributions, membership fees and gross receipts from activities by a Corporation, contributions to which are deductible under Section 170 (c) of the Internal Revenue Code.

In any calendar year the Corporation is operated as a private foundation, as that term is defined in Section 509 of the Code, the Board of Directors shall make distributions of income at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code. The Board of Directors shall not engage in any act of self-dealing, as defined in Section 4941 (d) of the Code, and shall not make any taxable expenditures, as defined in Section 4945(d) of the Code. The Board of Directors shall not make any investments that jeopardize the charitable purposes of the Corporation, within the meaning of Section 4944 of Section 4943(c) of the Code.

The Corporation shall strive to obtain funds to be used for the benefit of the Corporation, either through endowments, gifts, membership dues, charges, devises, bequests, or otherwise, all of which shall be in the furtherance of or in connection with or incidental to the charitable purposes of this Corporation.

Article VI Officers

The officers of the Corporation shall be a Chairperson, President, Secretary and Treasurer who shall perform the usual functions of these offices. The Board of Directors as provided in the Bylaws, may appoint Vice Presidents from time to time. The Directors shall elect the President, Secretary and Treasurer of the Corporation every five (5) years. The Board of Directors shall have an annual meeting at which time it shall elect the Officers of the Corporation. All Officers shall continue to serve until the election and qualification of the successors. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by the action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

The following named persons shall serve as the Officers of the Corporation until the first election of Officers:

Clyde Pierce, Chairperson
Dennis G. Hamel, President
Terrance R. Sicilia, Secretary and Treasurer

Article VII Member and Membership

The membership of this Corporation shall consist of Citizens of the United States of good character and reputation admitted to membership as hereinafter provided:

- a) All persons herein named as Officer of the Corporation.

- b) Other qualified persons supportive of the not-for-profit Corporation purposes, nominated by any member of this Corporation and elected to membership by a majority vote of the Board of Directors of this Corporation.
- c) Any organization that is supportive of the not-for-profit Corporations purposes, nominated by and elected to membership by a majority vote of the Board of Directors of the Corporation.
- d) The Board of Directors at its discretion may establish other membership classifications reflecting either a specific level of active support or of financial contribution of support by individuals or organizations. Such classifications may include, but not limited to: Supporting members, sustaining members and or advisory members.

Article VIII Annual Meeting

The annual meeting of members and of the Board of Directors shall be held on or about the 28th Day of November of each year. Special meeting may be called and held as provided in the Bylaws of this Corporation.

Article IX Adoption and Amendment of Bylaws

The Board of Directors at the first organizational meeting of the Board of Directors shall adopt the Bylaws of the Corporation.

Thereafter, the Bylaws of the Corporation may be amended or adopted at any regular meeting or at any special meeting called for that purpose by majority vote of those Directors present and voting so long as they do not conflict with the provisions of these Articles. Propose Bylaw amendments are to be furnished to each Director at least five (5) days prior to any such special meetings, and notice given to each Director at least five (5) days prior to said special meeting.

Article X Acceptance of Gifts, Devises and Bequests Application Thereof

The Officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the corporation. Where consistent with the needs of the Corporation, designated contributions by donors will be accepted and designations honored as to special funds, purposes, or uses. The Corporation shall, at all times, reserve all rights over, interest in, and control over the contribution in satisfaction of any specified fund, purpose or use so as to ensure that all contributions will be used to carry out its purposes as set out in Article III. If the Corporation is a beneficiary of any gift, devise or bequest subject to conditions subsequent with respect to the administration or alienation of the

property, the Corporation shall at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

Article XI
Governing Law

The Laws of the State of Florida shall govern the operation of the Corporation. The Board of Directors, however, is prohibited from exercising any power or discretion granted under said laws that would be inconsistent with the qualification of the Corporation as an organization described in Section 501 (c) (3) of the Code and the corresponding regulations.

Article XII
Indemnification

There shall be no personal liability by members, officers, or directors for the obligations of the Corporation to the fullest extent permitted by law.

Article XIII
Dissolution

Upon the Dissolution of the Corporation and after the payment or the provision for payment of all the liabilities of the Corporation, the Board of Directors shall dispose of all the assets of the Corporation the accordance with the provisions of Article III.

Article XIV
Incorporator

The name and address of the incorporator of these Articles of Incorporation is: Dennis G Hamel, 770 Rolling Hills Dr. Port Orange, Florida 32128

Article XV
Registered Agent

The Corporation's initial registered agent maintains an office at: 2067 Old Daytona Rd. Port Orange, Florida 32128

The name of the Registered Agent is: Clyde Pierce

In WITNESS WHEREOF, the undersigned has signed the Articles of Incorporation as the Incorporator this 18 day of MARCH 2004.

Dennis G Hamel
ACCEPTANCE BY REGISTERED AGENT

I hereby agree to act as the Registered Agent for the Non-Profit Foundation and Trust for Housing Assistance, Inc., and I further agree to comply with provisions of all statutes relative to the proper and complete performances of my duties.

Dated this 18 day of MARCH 2004.

[Signature]
Registered Agent