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FLORIDA NON-PROFIT CORPORATION

RAINBOW HOUSING & COMMUNITY DEVELOPMENT CORPORATION

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**ARTICLES OF INCORPORATION
OF
RAINBOW HOUSING & COMMUNITY DEVELOPMENT CORPORATION**

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is: RAINBOW HOUSING & COMMUNITY DEVELOPMENT CORPORATION, and the initial principal address of the Corporation is: 433 Plaza Real, Suite 275, Boca Raton, FL 33432.

Article II

The period of the duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence on the date these Articles of Incorporation are filed by the Florida Department of State.

Article III

The purpose or purposes for which the Corporation is organized are: to provide affordable housing to low and moderate income families, together with education and training for home ownership, securing credit and home maintenance.

Article IV

The qualifications for members and the manner of their admission shall be determined by the Bylaws of the Corporation.

Article V

The street address and city of the initial registered office of the corporation is 1200 North Federal Highway, Suite 312, Boca Raton, FL 33432, and the name of the initial registered agent at such address is JAMES L. BEARDEN, Esq.

Article VI

The number of Directors constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of the persons who are to serve as the initial directors are:

ALBERTA MCCARTHY

2805 S.W. 2nd Avenue
Delray Beach, FL 33445

REYNALDO TEXIDOR

77 Indiantown Road
Ledyard, CN 06339

MICHELE SMITH

433 Plaza Real, Suite 275
Boca Raton, FL 33432

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RITA KONSTANTIN

433 Plaza Real, Suite 275
Boca Raton, FL 33432

Article VII

This Corporation is organized under a nonstock basis.

Article VIII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purpose.

Article IX

The name and address of each incorporator is:

JAMES L. BEARDEN

1200 North Federal Highway, Suite 312
Boca Raton, FL 33432

Dated the 8 day of April, 2004.

In witness whereof, the undersigned, being the incorporator(s) of this Corporation have executed these Articles of Incorporation.

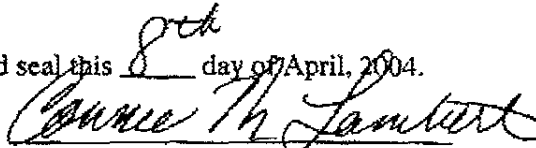

JAMES L. BEARDEN, Incorporator

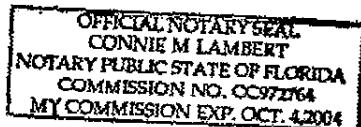
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared JAMES L. BEARDEN, to me well known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and seal this 8th day of April, 2004.

SEAL


Notary Public
My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


JAMES L. BEARDEN, ESQ.

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