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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 535320 4328337

AUTHORIZATION :

Patricia Page

COST LIMIT : \$ 78.75

ORDER DATE : March 31, 2004

ORDER TIME : 1:27 PM

ORDER NO. : 535320-010

CUSTOMER NO: 4328337

CUSTOMER: Ms. Lynne M. Rader
Cohen & Grigsby

15th Floor
11 Stanwix Street
Pittsburgh, PA 15222

DOMESTIC FILING

NAME: PROGRESSIVE COMMUNITIES OF
COCOA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Angela Reynolds - EXT. 2934

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

RESUBMIT

April 1, 2004

CSC.

SUBJECT: PROGRESSIVE COMMUNITIES OF COCOA, INC.
Ref. Number: W04000012667

We have received your document for PROGRESSIVE COMMUNITIES OF COCOA, INC.. However, the document has not been filed and is being returned for the following:

The registered agent designated in your document is not an active fictitious name registration according to our records. Such registration is required before your document can be processed. We have enclosed an application for your convenience.

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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 704A00021291

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PROGRESSIVE COMMUNITIES OF COCOA, INC.**

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I

Name

The name of the Corporation shall be PROGRESSIVE COMMUNITIES OF COCOA, INC.

ARTICLE II

Principal Office

The principal place of business of this corporation shall be 615 Kurek Court, Merritt Island, Florida 32953, and the mailing address of this corporation shall be P. O. Box 540338, Merritt Island, Florida 32954-0338.

ARTICLE III

Purposes

A. The purposes for which the Corporation is organized are 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 purposes, the Corporation shall have the power to (a) create, own, develop, construct and/or manage affordable housing for the residents of Brevard County, Florida the charges for such services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis, (b) provide community and social services to the residents of such affordable housing, and (c) purchase, build, acquire and redevelop property to encompass the stated purpose.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of 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

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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.

C. Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations 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 III 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, exclusively for a public purpose. 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 IV **Manner of Election**

The manner in which the directors are elected shall be stated in the By-Laws of the Corporation.

ARTICLE V **Initial Registered Agent and Street Address**

The name and Florida street address of the Corporation's registered agent is:
Housing Authority of the City of Cocoa
c/o Ronald M. Sellers, Chief Executive Officer
615 Kurek Court
Merritt Island, Florida 32953

ARTICLE VI **Corporate Duration**

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

ARTICLE VII
Indemnification

Any person (and their heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by their heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

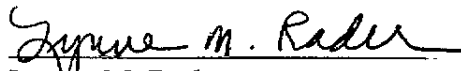
ARTICLE VIII
Incorporator

The name and address of the Incorporator is:

Lynne M. Rader
c/o Cohen & Grigsby, P.C.
11 Stanwix Street, 15th Floor
Pittsburgh, PA 15222.

EXECUTION

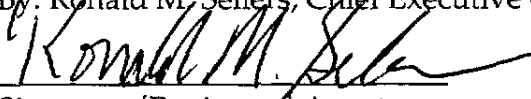
These Articles of Incorporation are hereby executed by the Incorporator on this 24th day of March, 2004.


Lynne M. Rader

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Housing Authority of the City of Cocoa
By: Ronald M. Sellers, Chief Executive Officer


Signature/Registered Agent

3/26/04
Date

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