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STATE
TALLAHASSEE FLORIDA

2004 JUL 21 AM 8:30

FLORIDA NON-PROFIT CORPORATION

GMN-NEW HORIZONS, INC.

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STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
GMN-NEW HORIZONS, INC.**

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I
NAME**

The name of this corporation is GMN-New Horizons, Inc. (the "Corporation").

**ARTICLE II
ADDRESS**

The address of the principal office and the mailing address of the Corporation, is GMN-New Horizons, Inc., 300 N.W. 12th Avenue, Miami, Florida 33128.

**ARTICLE III
PURPOSE**

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Corporation is organized are to be exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Greater Miami Neighborhoods, Inc., a Florida not-for-profit corporation ("GMN"), in connection with the provision of decent housing that is affordable to low and moderate income families in compliance with Revenue Procedure 96-32. The Corporation, in connection with furthering its stated purposes, shall limit its activities to, directly or indirectly, (i) acquisition, financing, rehabilitation, management, leasing, operation and sale of affordable housing in the State of Florida as permitted under applicable governmental regulations for subsidized financing of housing for low income individuals and consistent with and recognized as charitable by the Internal Revenue Service in Revenue Procedure 96-32; and (ii) transacting any and all lawful business for which a not for profit corporation may be formed, provided, however, all of the same is undertaken solely in accordance with the purposes of GMN and GMN's not-for-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

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The Corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. However, this provision shall not prohibit the Corporation or its staff from drafting legislation, testifying before legislative committees or issuing general public appeals for the passage of laws in the public interest. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE IV POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V MEMBERS

The sole member of the Corporation shall be Greater Miami Neighborhoods, Inc., a Florida non profit corporation.

ARTICLE VI TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII SUBSCRIBER

The name and address of the subscriber to these Articles are as follows:

Salvatore Martorano
Greater Miami Neighborhoods, Inc.
300 N.W. 12th Avenue
Miami, Florida 33128

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ARTICLE VIII
BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of four (4) persons. The Board of Directors shall be appointed as provided in the bylaws of the Corporation. Following is the names and addresses of the persons who serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected:

Russell Sibley, Jr.
300 N.W. 12th Avenue
Miami, Florida 33128

Ronald E. Revalet
300 N.W. 12th Avenue
Miami, Florida 33128

Eugenia Anderson
300 N.W. 12th Avenue
Miami, Florida 33128

Kathleen Rodriguez
300 N.W. 12th Avenue
Miami, Florida 33128

Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

Section 3. GMN shall elect all of the directors of this Corporation which directors may be, but shall not be required to be, officers, directors, members or employees of GMN. GMN shall also fill any vacancy on the Board caused by resignation, death or removal of any director.

Section 4. The Chairman of the Board of Directors of this Corporation shall be elected by majority vote of the Board of Directors of this Corporation immediately after the resignation or expiration of the term of office of any prior Chairman.

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ARTICLE IX
BYLAWS

Section 1. The Directors of this Corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the bylaws may be amended, altered or rescinded by a majority vote of the directors present at any regular meeting or any special meeting called for the purpose.

Section 3. The bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors and the members. Specifically, the bylaws shall provide, among other things, as follows:

a. The Directors of the Corporation shall provide annual financial reports to or for the use of GMN. Such financial reports shall include an income statement, a balance sheet, a detailed inventory of all investments and such information as will demonstrate a rate of return from those investments.

b. The Corporation shall provide substantially all of its net income to or for the use of GMN.

c. The Board of Directors of the Corporation, or a committee comprised of members of the Board, shall periodically meet with the Board of Directors of GMN. Such meeting shall be for the purpose of making recommendations for any allocations of funds originating from this Corporation, determining the needs of such organization which will receive funds from this organization, and the reporting to the Corporation of significant activities which may require an allocation of funds from the Corporation.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended by a vote of the member present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE X
NO PERSONAL LIABILITY

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of

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the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

ARTICLE XI DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by contribution exclusively to GMN provided that GMN is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof), at the time of dissolution of the Corporation. Any assets not so disposed of shall be contributed to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE XII PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, other private persons or for-profit corporations, except that the 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 III hereof.

ARTICLE XIII REGISTERED OFFICE

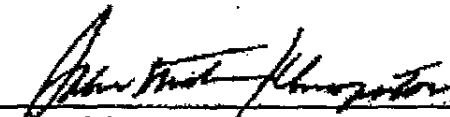
The name and address of the initial registered office and the initial registered agent of the corporation are:

Salvatore Martorano
c/o Greater Miami Neighborhoods, Inc.
300 N.W. 12th Avenue
Miami, Florida 33128

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
21st day of July, 2004.


Salvatore Martorano, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That GMN-New Horizons, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Miami-Dade, County of Florida, State of Florida, has named Salvatore Martorano, located at c/o Greater Miami Neighborhoods, Inc., 300 N.W. 12th Avenue, Miami, Florida 33128, City of Miami-Dade, County of Florida, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Salvatore Martorano, Registered Agent

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