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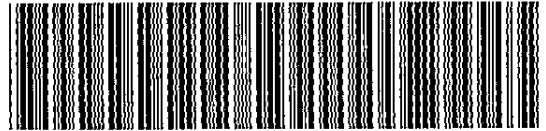
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05 JAN 31 AM 10:21
STATE DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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2005 JAN 31 P 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Holland & Knight LLP Requester's Name	
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MDSC Homes, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

Examiner's Initials

ARTICLES OF INCORPORATION

FILED

OF

2005 JAN 31 P 1:27

MDSC HOMES, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation is:

MDSC HOMES, INC.

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is:

3000 N.W. 32 Avenue
Miami, FL 33142

ARTICLE 3

PURPOSES

A. This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. The primary purpose of the corporation is to foster low income housing development in Miami-Dade County, Florida and to engage in other community development activities. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501(c) (3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

(1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated;

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law;

(3) To borrow money but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated;

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities;

(6) To contract with for profit or other not-for profit entities and individuals in order to accomplish its mission and goals; and

(7) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not

participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to the Miami-Dade Housing Agency of Miami-Dade County, or its successors, or one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a) (2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE 4

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE 5

DIRECTORS

All Directors of the Corporation shall be elected as provided in the Bylaws; provided that this Corporation shall have at least three (3) directors, who shall be appointed at the initial meeting of the corporation in accordance with the bylaws. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Directors of the corporation. The Directors shall have the sole voting power.

ARTICLE 6

REGISTERED AGENT

The name and address of the registered agent of the corporation is:

<u>Name</u>	<u>Address</u>
Alphonso Brewster	c/o Miami Dade County Housing Agency 3000 N.W. 32 Avenue Miami, Florida 33142

ARTICLE 7


INCORPORATOR

The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Alphonso Brewster	c/o Miami Dade County Housing Agency 3000 N.W. 32 Avenue Miami, Florida 33142

Executed at Miami, Florida, this 28 day of January, 2005.

Incorporator:

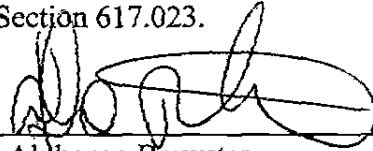


Alphonso Brewster

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **MDSC HOMES, INC.**, a Florida not-for-profit corporation, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 617.023.

Date: JAN. 28, 2005



Alphonso Brewster

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA