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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Voa Little Havana Affordable
Housing, Inc.

Signature

Requested by:

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- ☒ Art of Inc. File
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- ☐ L.C. File
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- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
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- ☐ Courier

ARTICLES OF INCORPORATION

05 FEB -8 AM 11: 56

OF

VOA LITTLE HAVANA AFFORDABLE HOUSING, INC.

The undersigned incorporator to these Articles of Incorporation hereby makes, subscribes to, acknowledges, and files these Articles of Incorporation to form a corporation not-for-profit pursuant to the laws of the State of Florida.

ARTICLE I
(Name of Corporation)

The name of the corporation shall be **VOA Little Havana Affordable Housing, Inc.**, and it shall be hereinafter referred to as the "Corporation."

ARTICLE II
(Period of Corporate Existence)

The time and date on which corporate existence of this Corporation shall begin is 12:01 a.m. (local time) on February 3, 2005, and this Corporation shall have continuous and perpetual existence thereafter.

ARTICLE III
(General Purposes of Corporation)

The general purposes for which the Corporation is initially organized are as follows:

(a) To operate exclusively for "charitable purposes" as those terms are defined and used in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated under that section; and

(b) To operate a religious, missionary and welfare society, humanitarian in method and having for its objects and purposes the teaching and uplifting

of people, extending aid, both spiritual and material, to all persons who may come within the sphere of its influence. Within the framework and limitations of the foregoing, the Corporation is organized and shall be operated to engage in, advance, support, promote, and administer health and health-related services, affordable housing and other residential facilities, and supportive services, and the alleviation of human suffering and distress, and in pursuit thereof ; and

(c) To transact any or all other business in which a not-for-profit corporation may lawfully be engaged, in accordance with Chapter 617, Florida Statutes, and subsection (b) above.

ARTICLE IV **(Evidence of Membership)**

The Corporation shall be a non-stock corporation, but membership of the Corporation may be evidenced by a "Certificate of Membership" which will contain the statement, printed predominantly upon the face of the certificate, that the Corporation is a corporation not-for-profit.

ARTICLE V **(Members)**

The sole member of the Corporation shall be Volunteers of America of Florida, Inc., a Florida not for profit corporation.

ARTICLE VI **(Registered Agent and Address of Corporation)**

The name of the initial registered agent of the Corporation shall be Jonathan P. Jennewein, (hereinafter the "Registered Agent") and the street address of the initial registered office of the Corporation shall be Suite 3700, Bank of America Plaza,

101 E. Kennedy Boulevard, Tampa, Florida 33602. To signify acceptance of appointment as registered agent, the Registered Agent has signed these Articles pursuant to Section 607.034, Florida Statutes. The initial street address of the Corporation is 605 Tampa Boulevard, Tampa, Florida 33606.

ARTICLE VII
(Name of Incorporators and Initial Members)

The names and street address of the incorporators and initial member is as follows:

<u>Name of Incorporator</u>	<u>Street Address</u>
Kathryn E. Spearman	605 Tampa Boulevard Tampa, FL 33606

ARTICLE VIII
(Board of Trustees, Membership, Number)

The property, affairs and business of the Corporation shall be managed by its Board of Trustees. The Board of Trustees shall be composed of not less than three (3) or more than six (6) members. The initial Board of Trustees shall consist of the persons who are named below. Each of the initial members of the Board of Trustees has been elected unanimously by the incorporators. Each initial member shall serve until his successor has been elected and qualified pursuant to the provisions of the by-laws of the Corporation.

<u>Name of Trustee</u>	<u>Street Address</u>
Stephen Tabano	101 East Kennedy Blvd. Suite 2700 Tampa, FL 33602
Deborah Condosta	1712 Happy Acres Lane Valrico, FL 33594

Edwin A. Shepherdson	4206 Carrollwood Village Court Tampa, FL 33624
Raymond Tuller	605 South Boulevard Tampa, FL 33262
Kathryn E. Spearman	605 South Boulevard Tampa, FL 33262

ARTICLE IX
(Restrictions on Operation of Corporation)

The Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members, as such, and no part of the net income or net earnings of the Corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member or individual; provided, however, that the Corporation may pay reasonable compensation for services rendered to or for the benefit of the Corporation and may make such other payments and distributions to nonprofit corporation members as permitted by Article IV hereinabove. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not participate in nor intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X
(Personal Liability)

Neither the members, the trustees, nor the officers of the Corporation shall

be personally liable to any extent whatsoever for any debts or obligations of the Corporation, nor shall their property be subject to payment of any debts or obligations of the Corporation.

ARTICLE XI
(Liquidating Distributions)

The Corporation may be dissolved in accordance with the laws of the State of Florida. Upon the dissolution or winding up of the Corporation for whatever reason, any and all assets including real or personal property which remain after the payment of, or provision for the payment of, all debts and liabilities of this Corporation, shall be distributed to Volunteers of America of Florida, a Florida not for profit corporation, or its successor corporation or designee, or if it, or its successor corporation or designee, is not then in existence, exempt under section 501(c)(3) of the Internal Revenue Code, and qualified under state law, then to Volunteers of America, Inc., a New York not-for-profit corporation, or its successor corporation or designee, or if it, or its successor corporation or designee, is not then in existence, exempt under section 501 (c)(3) of the Internal Revenue Code, and qualified under state law, then to one or more organizations exempt under section 501(c)(3) whose mission and purpose are consistent with those of Volunteers of America, Inc. Consistent with the laws of the State of Florida, it is set out herein that if dissolution or liquidation becomes a necessity, the Chief Executive Officer of Volunteers of America, Inc. or its successor corporation, or his/her qualified designee, shall be appointed and commissioned, as provided by law, as the liquidator and/or administrator of the dissolution proceedings.

ARTICLE XII
(Adoption and Amendment of By-Laws)

The Corporation shall adopt Bylaws containing provisions relating to the rights and preferences of the members, management and regulation of the affairs of the Corporation, and other matters, consistent with law and these Articles of Incorporation. Initial Bylaws and any amendments thereto shall be adopted by action of the members. The power to adopt, amend, restate, and repeal the Bylaws is reserved to the members and shall not be vested in the Board of Trustees, provided that no amendment or changes to the bylaws can take effect until approved by authority of the Board of Directors of Volunteers of America, Inc.

ARTICLE XIII
(Amendment of Articles)

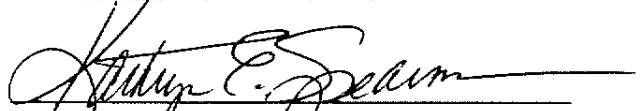
These Articles of Incorporation may be amended, altered, restated, or repealed upon the affirmative vote of two-thirds (2/3) of all members of the Board of Trustees and the affirmative approving action of all members of the Corporation, provided that no amendment or changes to the articles of incorporation can take effect until approved by authority of the Board of Directors of Volunteers of America, Inc.

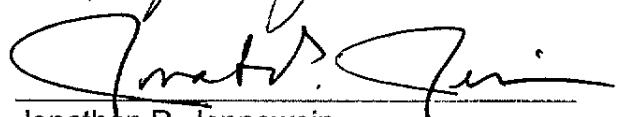
ARTICLE XIV
(Citations)

All references in these Articles of Incorporation to a particular section of the Internal Revenue Code shall mean and include, as now enacted or as hereafter amended, such section and any provision of the Internal Revenue Code of 1986 and other federal laws as may now or hereafter be applicable, cognate to such section, and all references in these Articles of Incorporation to particular or general provisions of Florida

statutes or laws shall mean and include, as now enacted or as hereafter amended, such particular or general provisions of Florida law as may, now or hereafter be applicable, cognate to such provisions.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract under the laws of Florida, by these presents does hereby execute, acknowledge, and cause to be delivered to the Florida Department of State these Articles of Incorporation of the Corporation and request the Department of State to file these Articles, as of the date and time indicated in Article II hereof, in accordance with Chapter 617, Florida Statutes; accordingly, the undersigned incorporators executed these Articles at Tampa, FL, Florida, this 3rd day of February, 2005.

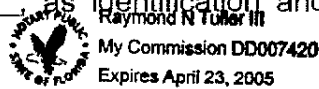

Kathryn E. Spearman as Incorporator


Jonathan P. Jennewein
as Registered Agent

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TALLAHASSEE, FLORIDA
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STATE OF FLORIDA
COUNTY OF Hillsborough

The execution of the foregoing Articles of Incorporation of VOA Little Havana Affordable Housing, Inc., a Florida corporation not-for-profit, was acknowledged before me by Kathryn E. Spearman, as Incorporator, and she is personally known to me or has produced _____, as identification and who did take an oath, this 3rd day of February, 2005.



{Notary Seal must be affixed}

Signature of Notary Raymond N. Tuller III
Name of notary (Typed, Printed or Stamped)
Commission Number (if not legible on seal):
My commission Expires (if not legible on seal):

- ☒ Personally Known.
☐ Produced a current Florida driver's license as identification.
☐ Type of Identification Produced _____

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STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing Acceptance of Designation of Registered Agent of VOA Little Havana Affordable Housing, Inc., a Florida corporation not-for-profit, was acknowledged before me by Jonathan P. Jennewein, as Registered Agent, and he is personally known to me or has produced _____, as identification and who did take an oath, this 3rd day of February, 2005.

{Notary Seal must be affixed}

Signature of Notary Michelle Pradon

Name of notary (Typed, Printed or Stamped)
Commission Number (if not legible on seal):
My commission Expires (if not legible on seal):

- ☒ Personally Known.
☐ Produced a current Florida driver's license as identification.
☐ Type of Identification Produced _____

