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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Interfaith Housing Coalition of Northwest Florida, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
THE INTERFAITH HOUSING COALITION OF NORTHWEST FLORIDA, INC.**

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, desiring to form a corporation pursuant to the Florida Not For Profit Corporation Act, do hereby make, subscribe and acknowledge this certificate, constituting Articles of Incorporation, as follows:

1. **NAME:** The name of the Corporation shall be **THE INTERFAITH HOUSING COALITION OF NORTHWEST FLORIDA, INC.**, a Florida corporation not for profit.

2. **INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS:** The address of the initial principal office is 11 North B Street, Pensacola, Florida, 32501, and the initial mailing address shall be 11 North B Street, Pensacola, Florida, 32501.

3. **GENERAL AND SPECIFIC PURPOSES:** The Corporation is formed exclusively for the charitable purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act, and not for a pecuniary profit or financial gain.

The specific purposes for which the Corporation is organized are:

A. To work as a public charity with governmental and corporate entities to plan and organize effective and affordable housing in safe, healthy, and wholesome communities.

B. To operate exclusively in any manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

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4. **MEMBERSHIP:** The membership of the Corporation shall be open to any and all communities of faith in Escambia and Santa Rosa Counties, Florida. Each member organization may appoint or elect one (1) representative to attend meetings of the Corporation with both voice and vote. Affiliate membership shall also be open to any and all communities of faith in Escambia and Santa Rosa Counties, Florida, who choose not to become Members of the Corporation but who desire to support the work of the Corporation through volunteers, donations, etc. Each Affiliate Member may elect a representative to attend meetings of the Corporation with voice but no vote. Meetings of the Members shall be held in January, April, July and October at a time and place determined by the Members.

5. **DURATION:** The duration for which this Corporation is to exist shall be perpetual.

6. **INCORPORATORS:** The names and addresses of the incorporators of the Corporation are as follows:

- (1) Rt. Rev. Edward R. Benoway
3838 W. Cypress Street
Tampa, FL 33607
- (2) Rev. Dr. Mark Crutcher
511 Woodland Drive
Pensacola, FL 32503
- (3) Danny Dodd
245 Brent Lane
Pensacola, FL 32503
- (4) Rt. Rev. Phillip M. Duncan
201 N. Baylen Street
Pensacola, FL 32502
- (5) Rt. Rev. Larry Goodpaster
312 Interstate Park Drive

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Montgomery, AL 36109

- (6) Stan Lollar
4235 Chezarae Drive
Pensacola, FL 32514
- (7) Dr. Bobby Musselwhite
6820 Highway 87 North
Milton, FL 32570

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- (8) Dr. Roger A. Nicholson
33 E. Gregory Street
Pensacola, FL 32502
- (9) Most Rev. John H. Ricard
11 N. B Street
Pensacola, FL 32501
- (10) Rev. J. B. Shoumaker
2920 W. Michigan Avenue
Pensacola, FL 32526
- (11) Rev. Dr. James S. Young
500 E. Moreno Street
Pensacola, FL 32501
- (12) Rabbi Leonard Zukrow
800 N. Palafox Street
Pensacola, FL, 32501

7. BOARD OF DIRECTORS: The Board of Directors shall manage the Corporation. The number of persons constituting the Board of Directors shall be twelve (12) through fifteen (15). The Board of Directors shall be elected annually by the Members at their January meeting. The first Board of Directors shall be chosen at the first meeting of the Members.

8. OFFICERS: The officers of the Corporation who shall manage the affairs of the Corporation, subject to the direction of the Board of Directors, shall be a President, one or more Vice Presidents, as may be determined by the Board of Directors from time to time, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. Officers shall be elected by the Board of Directors in accordance with the By-Laws.

9. BY-LAWS: The By-Laws of the Corporation are to be made, altered or rescinded by the Board of Directors of the Corporation.

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10. EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, 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 3 hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on or 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 behalf of any candidate for public office.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), or (ii) 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 provisions of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this Corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

11. **DISTRIBUTION OF ASSETS:** Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the

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liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

12. **DECLARATION OF ASSETS:** The property of this Corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

13. **AMENDMENT.** The Articles of Incorporation of the Corporation may be amended in the following manner: (i) At a meeting at which a quorum is present, a vote of the Membership shall be taken of the proposed amendment, and the proposed amendment shall be adopted on receiving the affirmative vote of two-thirds (2/3) of the Members present at such meeting; and (ii) Articles of Amendment shall be executed by the Corporation by its President or Vice-President and its Secretary and acknowledged by one of the officers signing such articles, and such articles shall be delivered, together with all required fees, to the Florida Department of State for filing.

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14. **RESIDENT AGENT AND OFFICE:** Until changed, the street address of the registered office of the Corporation is 11 North B Street, Pensacola, FL 32501, and the resident agent of the Corporation upon whom process may be served is the Most Rev. John H. Ricard.

15. **CORPORATE POWERS.** This Corporation shall have all of the powers granted to a not-for-profit corporation under the laws of the State of Florida, except any power which would invalidate its right to be a tax exempt corporation under the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to this instrument, this 20 day of January, 2006.

Rt. Rev. Edward R. Benoway

Rev. Dr. Mark Crutcher

Danny Dodd



Rt. Rev. Phillip M. Duncan

Rt. Rev. Larry Goodpaster



Stan Lollar

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Rev. Dr. Mark Crutcher

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Phillip M. Duncan
Rt. Rev. Phillip M. Duncan

Rt. Rev. Larry Goodpaster

Stan Lollar
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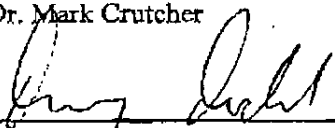
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Stan Lollar

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Danny Dodd

Rt. Rev. Phillip M. Duncan

Rt. Rev. Larry Goodpaster

Stan Lollar

Bobby Musselwhite

Dr. Bobby Musselwhite

Dr. Roger A. Nicholson

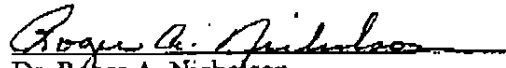
Most Rev. John H. Ricard

Rev. J. B. Shoumaker

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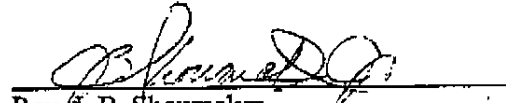
Dr. Bobby Musselwhite



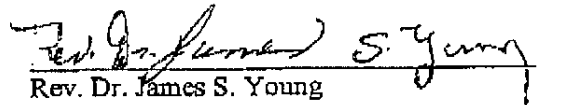
Dr. Roger A. Nicholson




Mos. Rev. John H. Ricard



Rev. J. B. Shoutmaker



Rev. Dr. James S. Young



Rabbi Leonard Zukrow

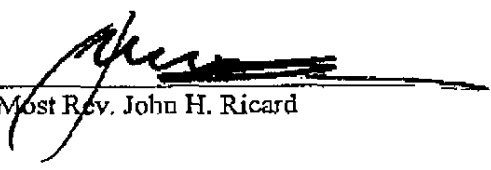
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Most Rev. John H. Ricard, hereby accept the appointment as Registered Agent for **THE INTERFAITH HOUSING COALITION OF NORTHWEST FLORIDA, INC.**, as set forth in its Articles of Incorporation being filed simultaneously herewith, and acknowledge that I am familiar with, and agree to accept the obligations and responsibilities imposed upon, registered agents for Florida not for profit corporations and further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties and to accept the duties and obligations of the Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this
20 day of January, 2006.


Most Rev. John H. Ricard

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