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FLORIDA PROFIT/NON PROFIT CORPORATION

allapattah community housing II, inc.

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TALLAHASSEE, FLORIDA

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Project number: 066-EE-105-WAH/ FL29-S051-002
Project name: Allapattah Community Housing II, Inc.
Project address: NW 24th Ave and NW 14th Street, Miami, FL 33125
2257 NW N. River Dr., Miami, FL 33125 (Mailing address)

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ARTICLES OF INCORPORATION
OF
ALLAPATTAH COMMUNITY HOUSING II, INC.

This is to certify that We, the undersigned, all being of legal age, do hereby associate ourselves for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of Florida and further certify:

ARTICLE I - NAME

- A. The name of the corporation shall be: **ALLAPATTAH COMMUNITY HOUSING II, INC.**, referred to as "the corporation".
- B. The principal office of the Corporation shall be located at:

2257 NW N. River Dr., Miami, FL 33125
- C. The existence of the corporation will be perpetual.
- D. The registered agent and the registered office for this corporation are:
JAY B. WEISS, ESQUIRE
2251 SW 22nd St
Miami, Florida 33145

ARTICLE II - PURPOSE

The purposes for which the corporation is formed and the business objects to be carried on and promoted by it, are as follows:

A. The corporation is organized exclusively for charitable 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 or corresponding sections of any future United States Internal Revenue Law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the forgoing purposes, the corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a non profit basis.

B. No part of the net earnings of the Corporation shall be distributed to, nor inure to the benefit of, or be distributable to 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. The corporation shall be a 501(c)(3) entity, no part of the net earnings of which shall inure to the benefit of any private party, and shall not be controlled by or under the direction of persons seeking to derive profit or gain. 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 nor intervene in, including the publishing and distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall not support or promote any activities not permitted by:

1. A corporation exempt from Federal Income Tax under Section 501 (c)(3) of 1986 or corresponding sections of any future United States Internal Revenue law; or

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2. A corporation, contributions to which are deductible under section 170(c)(3) the Internal Revenue Code of 1986 or corresponding sections of any future United States Internal Revenue law

ARTICLE III-POWERS

The corporation is empowered to:

a. To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II herein, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, of the National Affordable Housing Act.

b. To borrow money and issue evidence of indebtedness in furtherance of any or all objects of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.

c. To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such regulatory agreement and other instruments shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development.

d. Upon the dissolution 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 II(a) hereof, other than for religious purposes, all of the forgoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any future United States Internal Revenue law, or shall be distributed to the Secretary of Housing and Urban Development 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 - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than 7 but no more than 15 members. There shall initially be 7 directors.

The initial directors and the terms that each shall serve are:

NAME:	TERM:
ARDO MESA 35006 SW 187 Ct Miami, FL 33034	1 YEAR
RANDY EGUES 11770 SW 24 th Terrace Miami FL 33175	1 YEAR
JOSE ENRIQUE DAUSA 8145 Fountainbleu #8 Miami, FL 33174	1 YEAR
ALVARO FAJARDO 6039 Collins Ave, #633 Miami Beach, FL 33140	1 YEAR
DOUGLAS DUTTON 7863 W. 36 th Ave Miami, FL 33018	1 YEAR
EDUARDO A. TELLA 11337 NW 15 Ct Pembroke Pines, FL 33026	1 YEAR

FRANCISCO M. BALBUENA
9581 Fountainbleu Blvd, #203
Miami, FL 33172

1 YEAR

The directors shall serve without compensation.

The directors of the Corporation shall at all times be limited to individuals who are members of ALLAPATTAH COMMUNITY ACTION, INC. Or non members who have the approval of the Directors of said sponsoring organization. In the event that a Director ceases to be a member of ALLAPATTAH COMMUNITY ACTION, INC., or if the aforesaid approval is withdrawn, then, in either event such shall constitute automatic resignation as director of the Corporation.

The officers of the corporation, as provided by the by-laws of the corporation, shall be elected by the directors of the corporation in the manner there set out and shall serve until their successors are elected and have qualified. The directors shall elect the officers at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

The annual meeting shall be held on the 2nd Monday of April of each year.

ARTICLE V - BY-LAWS

By-laws of the corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development as set forth in Article II, herein.

ARTICLE VI - AMENDMENTS

So long as a mortgage on the Corporations property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these articles may not be amended without the prior written approval of the Secretary.

ARTICLE VII - NOT FOR PROFIT STATUS

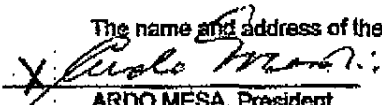
The corporation shall at all times maintain a not for profit status under law.

ARTICLE VIII - REGISTERED AGENT

The registered agent and the registered office for this corporation are: JAY B. WEISS, ESQUIRE
2251 SW 22nd St.
Miami, Florida 33145

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:


ARDO MESA, President
Allapattah Community Action, Inc.
2257 NW North River Drive
Miami, FL 33125

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ARTICLE X

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



JAY B. WEISS, ESQUIRE
Registered Agent

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Dated: 2/28, 2006


ARDO MESA, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

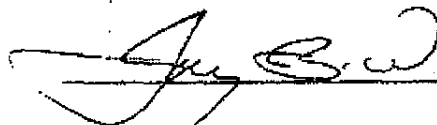
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STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

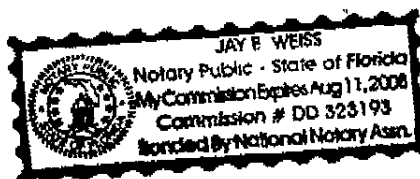
I hereby certify that on this day personally appeared ,
ARDO MESA to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber(s) and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Miami-Dade County, Florida, this 28 day of February, 2006.



NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires:
This document has been prepared by:
Jay B. Weiss
2254 SW 22nd St.
Miami, FL 33145



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