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Florida Department of State  
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**From:**

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Forest Apartments of Jacksonville**

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TALLAHASSEE, FLORIDA

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Corporate Filing Menu

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ARTICLES OF INCORPORATION  
OF  
FOREST APARTMENTS OF JACKSONVILLE

2006 MAR -2 AM 11:34

SECRETARY OF STATE  
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Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I

NAME, TERM, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation shall be: FOREST APARTMENTS OF JACKSONVILLE, INC. (the "Corporation").

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located at 4401 Emerson Street, Suite 1, Jacksonville, Florida 32207. The Corporation retains the power of moving its office to any other address in the State of Florida, as may from time to time be determined and authorized by its Board of Directors.

(d) The resident agent of the Corporation is Charles R. Curley, Jr., whose office address is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

ARTICLE II  
PURPOSES

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

(a) This Corporation is organized and shall be operated exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organization under within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In pursuance of the foregoing purposes, the Corporation shall have the power to provide low-income persons with housing facilities and services specially designed to meet their physical, social and psychological needs, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

(b) No part of the net earnings of the Corporation shall 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. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision 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 taxation under

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Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section 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 section of any future United States internal revenue law. In the event of the dissolution of the Corporation, the residual assets of the Corporation will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

### ARTICLE III MEMBER

The sole member of the Corporation shall be Housing Partnership of Northeast Florida, Inc., a Florida not for profit corporation (the "Member").

### ARTICLE IV BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the members of the Board of Directors of the Corporation shall be elected by the Member in the manner set forth in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be less than three (3).

(c) The directors shall serve without compensation.

(d) The names and addresses of the initial directors of the Corporation are:

- (i) John Whitmer, 4401 Emerson Street, Suite 1, Jacksonville, Florida 32207;
- (ii) William I. Gulliford, III, 4401 Emerson Street, Suite 1, Jacksonville, Florida 32207; and
- (iii) Allan Wulburn, 4401 Emerson Street, Suite 1, Jacksonville, Florida 32207.

### ARTICLE V BYLAWS

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

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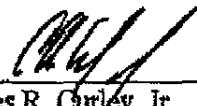
ARTICLE VI  
AMENDMENT OF ARTICLES

These Articles may be amended from time to time by the Board of Directors of the Corporation.

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator are: Charles R. Curley, Jr., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Signed by the Incorporator this 2<sup>nd</sup> day of March, 2006.

  
\_\_\_\_\_  
Charles R. Curley, Jr.  
1301 Riverplace Boulevard, Suite 1500  
Jacksonville, Florida 32207

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
  
FOREST APARTMENTS OF JACKSONVILLE
2. The name and address of the registered agent and office are:  
  
CHARLES R. CURLEY, JR.  
1301 RIVERPLACE BOULEVARD, SUITE 1500  
JACKSONVILLE, FLORIDA 32207

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: March 2, 2006

  
\_\_\_\_\_  
Charles R. Curley, Jr.

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