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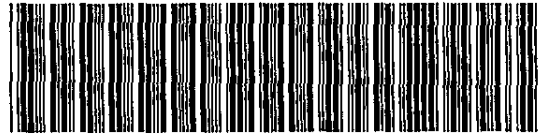
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06 MAR -2 AM 8:44
STATE DEPT OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Peace River Housing Trust, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Brenda Bala
Name (Printed or typed)
C/O The Housing Corporation
18501 Murdock Circle, Suite 301
Address
Port Charlotte, FL 33948
City, State & Zip
(941) 255-9454
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF**

PEACE RIVER HOUSING TRUST, INC.

FILED
06 MAR -2 AM 8:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Sections 617.01011 through 617.2103 of the Florida Not For Profit Corporation Act ("Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a Florida not-for-profit corporation.

ARTICLE I

Name

The name of the corporation is PEACE RIVER HOUSING TRUST, INC. (the "Corporation").

ARTICLE II

Purposes

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of I.R.C. Section 501(c)(3). Such purposes may include, but are not limited to, promoting, developing, implementing, and financing safe and decent housing within Charlotte County, Florida, that is affordable for low and moderate income persons to be held in perpetuity as affordable housing, selecting and educating prospective tenants and homeowners, and fostering community development within Charlotte County, Florida. In these Articles, the term "I.R.C." means the Internal Revenue Code of 1986, as amended, and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States internal revenue law.

ARTICLE III

Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the corporation's exemption under I.R.C. Section 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE IV

Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The terms of office, qualifications and method of election of the Directors shall be determined by the Board of Directors, as specified in the Bylaws.

ARTICLE V

Board Composition

Section 1. The Board of Directors shall consist of at least eight (8), but not more than twelve (12) persons, the number of which may be set by the Board of Directors in the Bylaws from time to time. At the time of execution of these Articles, the number of directors is nine (9).

The Board of Directors will maintain at least one-third of its governing board's membership for residents of low-income neighborhoods, other low-income residents of the community, or elected representatives of low-income neighborhood organizations. Additionally, no more than one-third of the governing board membership will consist of representatives of the public/government sector, nor shall a local government under any circumstance appoint more than one-third of the persons on the Board of Directors.

ARTICLE VI

Director Consent Actions

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors then in office. Such action shall have the same force and effect as a vote of the board of directors taken at a meeting. All directors shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or when the last director signs the consent, whichever is later.

ARTICLE VII

Amendment

These Articles of Incorporation may be amended by the directors of the Corporation by vote of two-thirds (2/3) of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

ARTICLE VIII

Dissolution

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for purposes substantially similar to those of the Corporation equally to the Housing Corporation of Charlotte County, a Florida not-for-profit corporation, and to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the

Circuit Court of the county in which the principal office of the Corporation is then located.

ARTICLE IX

Principal Office

The mailing address of the principal office of the Corporation is 18501 Murdock Circle, Suite 301, Port Charlotte, FL 33948.

ARTICLE X

Registered Agent and Registered Office

The Registered Agent for the Corporation is Brenda Bala, 18501 Murdock Circle, Suite 301, Port Charlotte, FL 33948.

ARTICLE XI

Incorporator

The name and address of the incorporator to these Articles of Incorporation is Brenda Bala, 18501 Murdock Circle, Suite 301, Port Charlotte, FL 33948.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24 day of February, 2006.



Brenda Bala
18501 Murdock Circle, Suite 301
Port Charlotte, Florida 33948

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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.

FILED

06 MAR -2 AM 8:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is PEACE RIVER HOUSING TRUST, INC.
2. The name and address of the registered agent and office are:

Brenda Bala

18501 Murdock Circle, Suite 301

Port Charlotte, Florida 33948

HAVING BEEN NAMED in the State of Florida 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: February 24, 2006



Brenda Bala

18501 Murdock Circle, Suite 301

Port Charlotte, Florida 33948