

NO6000006179

CARMEN M. PEREZ
407/540-7902
BAKER & HOSTETLER LLP
200 SOUTH ORANGE AVENUE
ORLANDO FL 32828

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

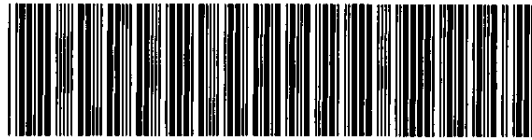
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300075749213

06/07/06--01019--023 **78.75

FILED
06 JUN -7 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE JUN -8 2006

FILED

ARTICLES OF INCORPORATION

06 JUN -7 PM 4: 50

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CATHOLIC CHARITIES OF CENTRAL FLORIDA HOUSING, INC.
A FLORIDA NON-PROFIT CORPORATION**

ARTICLE I

NAME

The name of this Florida not-for-profit corporation is **CATHOLIC CHARITIES OF CENTRAL FLORIDA HOUSING, INC.** (hereinafter referred to as the "Corporation").

ARTICLE II
DURATION

The corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1771 North Semoran Boulevard, Orlando, Florida 32807, and the name of the initial registered agent of this corporation is Alberto S. Bustamante, III, Esq., and the address of the registered agent is Baker & Hostetler LLP, SunTrust Center, 200 South Orange Avenue, Suite 2300, Orlando, Florida 32802-0112.

ARTICLE IV PURPOSE

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 exclusively for charitable and/or educational 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, as amended, or the corresponding section 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 foregoing, the Corporation shall have the single purpose to provide low-income elderly 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 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 (1) by a corporation exempt from Federal income taxation under 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 (2) 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.

ARTICLE V **POWERS**

The Corporation is empowered to exercise the powers permitted non-profit corporations under Chapter 617 and the Florida Statutes including:

- (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 IV hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the 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 and undertakings 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 IV(a) hereof, other than for religious purposes, all of the foregoing 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, 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 VI
BOARD OF DIRECTORS AND MEMBERS

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than seven (7) or more than fifteen (15) in number who shall be elected by the members of the Corporation at the Annual Meeting. The Directors of the Corporation must, at all times, be members of the Corporation. No non-member of the Corporation may sit as a Director.

ARTICLE VII
DIRECTORS

The names of the Directors and post office addresses of the persons who shall serve as Directors until their successors are duly qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mary Baer	3810 Kinsley Place Winter Park, FL 32792
Terry Bangs	615 Via Lugano Winter Park, FL 32789
Mike Battaglia	2600 Pine Glen Court Orlando, FL 32833
Douglas E. Beach, Ph.D.	1637 White Dove Drive Winter Springs, FL 32708
Marilyn Blanchette	P. O. Box 1800 Orlando, FL 32802
Rev. Robert Brown	1501 North Alafaya Trail Orlando, FL 32828
John Horan	1612 Wood Duck Drive Winter Springs, FL 32708
Marsha L. Lorenz	605 Timberwilde Court Winter Springs, FL 32708
Arne Nelson	4984 Shoreline Circle Sanford, FL 32771
Joe Laschober	624 Maple Oak Circle, #104 Altamonte Springs, FL 32701

Directors shall serve without compensation.

Membership in the Corporation shall, at all times, be limited to individuals appointed to membership by the Bishop of the Catholic Diocese having jurisdiction of Orange County, Florida. In the event that the aforesaid appointment by such Member is withdrawn, then this shall constitute automatic resignation as a member and director of the Corporation.

ARTICLE VIII **OFFICERS**

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 therein set out, and shall serve until their successors are elected and qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one (1) year. The Secretary and Treasurer may be one and the same.

ARTICLE IX **INCORPORATORS**

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

Arne Nelson

4984 Shoreline Circle
Sanford, FL 32771

ARTICLE X **AMENDMENTS**

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, or the Regulatory Agreement and Use Agreement, in favor of the Secretary of Housing and Urban Development remains in effect, these Articles of Incorporation may not be amended without the prior written approval of said Secretary. Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 3rd day of MAY, 2006.

Arne Nelson
ARNE NELSON

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 3 day of May, 2006, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **ARNE NELSON**, who is personally known to me, or who have provided as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily.



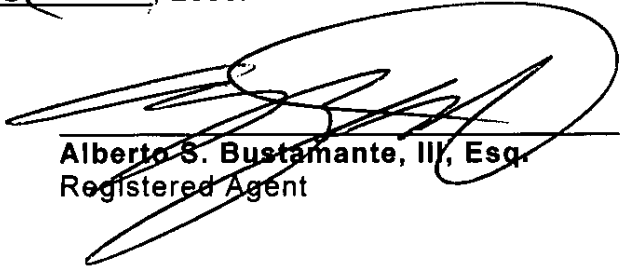
Ann Michelle Tyburski
Commission # DD516715
Expires April 22, 2010
Bonded Troy Fain - Insurance, Inc. 800-395-7019

Ann Michelle Tyburski
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Ann Michelle Tyburski
My Commission Expires: April 22, 2010

ACCEPTANCE BY DESIGNATED REGISTERED AGENT

CATHOLIC CHARITIES OF CENTRAL FLORIDA HOUSING, INC., a Florida not-for-profit corporation, having designated **ALBERTO S. BUSTAMANTE, III, ESQ.**, as its Registered Agent at the address located at Baker & Hostetler LLP, SunTrust Center, 200 South Orange Avenue, Orlando, FL 32802-0112, and **ALBERTO S. BUSTAMANTE, III, ESQ.**, as having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Dated this 6th day of June, 2006.


Alberto S. Bustamante, III, Esq.
Registered Agent

FILED

06 JUN -7 PM 4:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA