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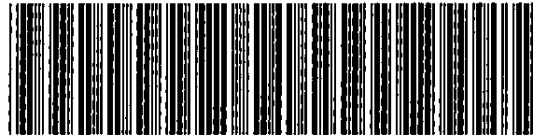
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 JUL 19 2006

**ARTICLES OF INCORPORATION
OF
HOUSING OPPORTUNITIES, INC.
A FLORIDA NONPROFIT CORPORATION**

The undersigned, desiring to form a corporation pursuant to Section 617 of the Not-for-Profit Corporation Law of the State of Florida, do hereby make, subscribe, and acknowledge these Articles of Incorporation, as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be HOUSING OPPORTUNITIES, INC.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE III
EXEMPT STATUS**

The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors or members; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered by any persons (including, but not limited to, its officers, directors or members) and to make payments and distributions in furtherance of its purposes as set forth in Article IV hereof.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (a) 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 provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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ARTICLE IV NONPROFIT PURPOSE

The purposes for which the Corporation is to be formed are the charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in this connection, to form, operate, and manage a program designed to provide affordable housing for qualified low income persons within the State of Florida and to conduct all proper activities incidental thereto; and, without limitation, to carry on the following activities: (i) acquire real property; (ii) develop affordable single-family residences or multi-family residences; (iii) provide economic and other assistance to benefit other corporations, exempt or non-exempt, in the furtherance of the tax exempt purposes of this corporation, and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; (iv) sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of the Corporation or any laws applicable thereto; (v) seek grants from, and participate in programs administered by, federal, state and local government agencies for providing affordable housing to lower income persons; and (vi) to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 617.0302 of the Not-for-Profit Corporation Law of Florida.

ARTICLE V SCOPE OF ACTIVITY

The Corporation shall have the powers, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder as the same now exists or as they may be hereafter amended from time to time.

**ARTICLE VI
PROHIBITED ACTIVITIES**

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE VII
PLACE OF OPERATION**

The operations of the Corporation are to be conducted principally in Liberty County, Florida, and in Jackson County, Florida. Its principal business office shall be located at 11939 N.W. State Road 20, Bristol, Florida 32321.

**ARTICLE VIII
ADDRESS FOR NOTICE**

The address to which the Secretary of State shall mail a copy of any notice required by law is 11939 N.W. State Road 20, Bristol, Florida 32321.

**ARTICLE IX
INCORPORATORS**

The name and place of residence of the incorporator of this Corporation is Benjie Read, 11939 N.W. State Road 20, Bristol, Florida 32321.

**ARTICLE X
DIRECTORS**

There shall at all times be at least three (3) members of the initial Board of Directors of the Corporation. The number of directors may be increased or decreased (but not below three) from time to time in accordance with the Corporation's By-Laws. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>	<u>Initial Term</u>
Donnie Read	11939 N.W. State Road 20 Bristol, Florida 32321	2 yrs.
Benjie Read	11939 N.W. State Road 20 Bristol, Florida 32321	2 yrs.
Tony Read	11939 N.W. State Road 20 Bristol, Florida 32321	2 yrs.

ARTICLE XI ELECTION OF DIRECTORS/TERMS

Directors of the Corporation shall be elected in the manner provided by the Corporation's By-laws. Unless otherwise provided by resolution of the Members, the annual periods of office of the Directors shall be from April 1 of each year through and until March 31 of the next year (except that the initial term of office of each initial Director shall commence on the date of incorporation of the Corporation).

ARTICLE XII MEMBERSHIP

The Corporation is to be organized upon a nonstock membership basis. Such memberships shall be nonredeemable, nontransferable, and nondividend bearing. Qualifications for membership and admission of members shall be determined as set forth in the Corporation's By-laws.

ARTICLE XIII OFFICERS

The officers of the Corporation shall be members of the Corporation, and shall consist of a President, Vice-President, Secretary and Treasurer, and such other officers as may be provided in the By-Laws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-laws. The name and address of the initial officer of the Corporation is as follows: Benjie Read as President and Donnie Read as Secretary-Treasurer.

ARTICLE XIV DISSOLUTION AND DISTRIBUTION

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the officers, directors, or members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Not-for-Profit Corporation Law of Florida, shall be distributed as directed by the members of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, on no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office; or to other entities of the type which qualify for Federal Income Tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE XV
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation of the Corporation may be amended only upon majority vote approving such adoption by the Board of Directors of the Corporation.

**ARTICLE XVI
INDEMNIFICATION**

The Corporation shall fully indemnify each Officer and Director of the Corporation, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida. The form and content of the indemnification shall be set forth in greater detail in the By-laws, but shall never be less than the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, we have subscribed our names this 12th day of July, 2006.


Benjie Read, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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: **HOUSING OPPORTUNITIES, INC.**
2. The name and address of the registered agent and office is:

Benjie Read

(NAME)


11939 N.W. State Road 20

(P.O. BOX NOT ACCEPTABLE)

Bristol, Florida 32321

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA



Benjie Read, Incorporator

DATE 7/12/06

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.



SIGNATURE

DATE 7/12/06

REGISTERED AGENT FILING FEE: \$35.00