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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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06 AUG 25 PM 4:35

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TALLAHASSEE

Suite 200
1500 Mahan Drive
Tallahassee, Florida 32308
(850) 224-4070 Tel
(850) 224-4073 Fax

Reply to Tallahassee

**Nabors
Giblin &
Nickerson** P.A.
ATTORNEYS AT LAW

TAMPA

The Pointe, Suite 1060
2502 Rocky Point Drive
Tampa, Florida 33607
(813) 281-2222 Tel
(813) 281-0129 Fax

August 25, 2006

Via Hand Delivery

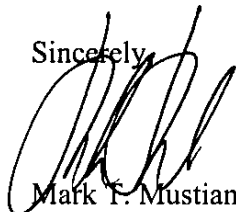
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Walton County Workforce Housing Corporation,
a Florida not-for-profit corporation

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$78.75 representing the filing fee and certified copy of the Articles of Incorporation for the above-referenced not-for-profit corporation.

Thank you in advance for your prompt attention to this matter.

Sincerely,



Mark T. Mustian

/tlr

ARTICLES OF INCORPORATION
OF
WALTON COUNTY WORKFORCE HOUSING CORPORATION

FILED
06 AUG 25 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acknowledges and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a not-for-profit corporation under and in accordance with the laws of the State of Florida, these Articles of Incorporation.

I
NAME

The name of the corporation shall be Walton County Workforce Housing Corporation (the "Corporation").

II
PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 1500 Mahan Drive, Suite 200, Tallahassee, Florida 32308, but the Corporation may maintain offices and transact business in other places within the State of Florida as may from time to time be designated by the Board; furthermore, the Board may from time to time relocate the principal office of the Corporation.

III
PURPOSE

This Corporation is organized exclusively for charitable, non-profit purposes, specifically the following:

(a) To foster the acquisition and development of affordable and workforce housing for persons of moderate, middle or lesser income within Walton County, Florida, by means of development, ownership, sale, leasing or other means of providing single family or multi-family housing for rental or ownership.

(b) To borrow the necessary funds to pay the cost of the acquisition, improvement and construction of such housing, the indebtedness for which borrowed money may be evidenced by securities or obligations of the Corporation of any kind or character issued at any one or more times, which may be either unsecured or secured by any mortgage, trust, deed or other lien upon any part or all of the properties and assets, including such housing facilities, at any time then or thereafter owned or acquired by the Corporation.

Without limiting the generality of the foregoing, but subject to the limitations set forth in Article X hereof, the Corporation shall have all the powers, privileges and rights necessary or convenient for carrying out the purposes for which the Corporation is formed and the directors hereby claim for the Corporation all the benefits, privileges, rights and powers created, given, extended or conferred by the provisions of all applicable laws of the State of Florida pertaining to not-for-profit corporations and any additions or amendments thereto.

IV MANNER OF ELECTION

1. The Board of Directors (the "Board") shall consist of the number of directors determined in accordance with the By-Laws, but not less than three directors.
2. The directors of the Corporation shall be elected at the annual meeting of the directors in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the By-Laws.

V INITIAL DIRECTORS AND/OR OFFICERS

The names and addresses of the members of the initial board of directors, who shall hold office until their successors are elected and have qualified in accordance herewith, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
-------------	----------------

The affairs of the Corporation shall be managed by the directors and the officers in accordance with the By-Laws. The officers shall be appointed from time to time by the Board. Officers shall serve at the pleasure of the Board.

VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent of the Corporation shall be Mark T. Mustian, whose initial office shall be located at 1500 Mahan Drive, Suite 200, Tallahassee, Florida 32308.

VII
INCORPORATOR

The name and address of the incorporator and subscriber to these Articles is:

<u>Name</u>	<u>Address</u>
Mark T. Mustian	1500 Mahan Drive, Suite 200 Tallahassee, Florida 32308

VIII
BY-LAWS

The first By-Laws shall be adopted by the directors and may be altered, amended or rescinded by the directors in the manner provided by the By-Laws.

IX
AMENDMENTS

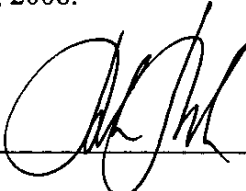
These Articles may be amended or repealed, in whole or in part, by a majority vote at any duly organized meeting of the directors.

X
RESTRICTIONS AND LIMITATIONS

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof and expect that the Corporation shall be authorized to transfer all or part of its earnings to the Florida Community Services Corp. of Walton County, a Florida not-for-profit corporation.

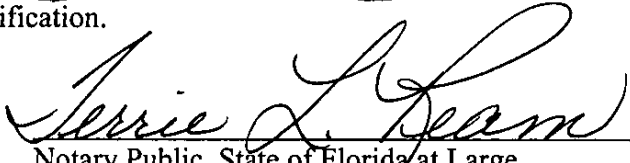
2. The Corporation shall not attempt to influence legislation as a substantial part of its activities nor shall it participate to any extent in any political campaign for or against any candidate for public office.

IN WITNESS WHEREOF, the incorporator and subscriber has hereunto set his hand and seal, this 25th day of August, 2006.

 (L.S.)

STATE OF FLORIDA)
) SS.
COUNTY OF LEON)

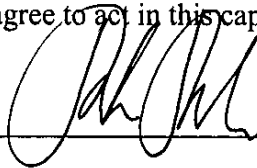
The foregoing instrument was acknowledged before me this 25th day of August, 2006 by Mark T. Mustian, the incorporator of Walton County Workforce Housing Corporation. Such person is personally know to me or has presented _____ as identification.


Notary Public, State of Florida at Large
Printed Name: _____
My Commission Expires: _____
Commission No.: _____



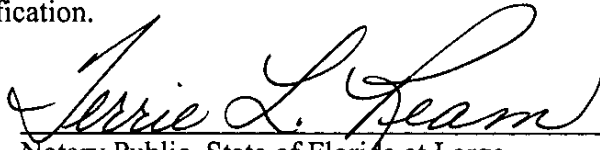
Terrie L. Ream
Commission # DD530635
Expires May 9, 2010
Bonded Troy Fair Insurance, Inc. 800-365-7019

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 (L.S.)

STATE OF FLORIDA)
) SS.
COUNTY OF LEON)

The foregoing instrument was acknowledged before me this 25th day of August, 2006 by Mark T. Mustian, the registered agent of Walton County Workforce Housing Corporation. Such person is personally know to me or has presented _____ as identification.


Notary Public, State of Florida at Large
Printed Name: _____
My Commission Expires: _____
Commission No.: _____



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TALLAHASSEE, FLORIDA