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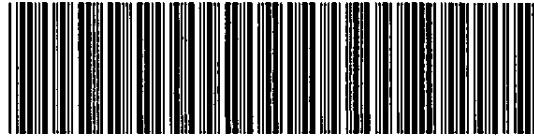
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE: DEC 20 2006

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Southwest Florida GWT Housing
XII, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
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- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier

ARTICLES OF INCORPORATION
OF
SOUTHWEST FLORIDA GWI HOUSING XII, INC.
A NON-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is **SOUTHWEST FLORIDA GWI HOUSING XII, 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 4940 Bayline Drive, N. Ft. Myers, FL 33917; the name of the initial registered agent of this corporation is JOSEPH A. DIVITO, ESQ; and the address of the registered agent is DIVITO & HIGHAM, P.A., 4514 Central Avenue, St. Petersburg, FL 33711.

ARTICLE IV
PURPOSE

The purposes for which the Corporation is formed, and the business and objectives 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 purposes, the Corporation shall have the power to provide elderly and handicapped 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 Corporations 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:

(A) To buy, own, sell, convey, 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, or Section 811 of the National Affordable Housing Act.

(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 and project rental assistance under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act. 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) In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, 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 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 **MEMBERS**

Membership in the Corporation shall, at all times, be limited to individuals who are the Members of GOODWILL INDUSTRIES OF SOUTHWEST FLORIDA, INC., or such other individuals as elected by the Membership. In the event that a member ceases to be a Member of GOODWILL INDUSTRIES OF SOUTHWEST FLORIDA, INC., then this shall constitute automatic resignation as a member of the Corporation.

ARTICLE VII
OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) nor more than fifteen (15) in number who shall be elected by the members of the Corporation at the Annual Meeting. The names and post office addresses of the persons who shall serve as initial Directors until their successors are duly qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jean Devereaux	1435 SE 34 th Street Cape Coral, FL 33904
Ray V. Pottorf	950 Aqua Lane Ft. Myers, FL 33919
Dale Schneider	7000 Barrancas Avenue Bokeelia, FL 33922
Daniel Adams	2180 W. First Street, Ste. 212 Fort Myers, FL 33901
Rick Evanchyk	4940 Bayline Drive N. Ft. Myers, FL 33917
Sharlene Hamel	1387 Wales Drive Ft. Myers, FL 33901
Raymond Holland	1400 North 15 th Street Immokalee, FL 34142
Hatton B. Rogers	1227 Coral Way N. Ft. Myers, FL 33917

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 year. The Secretary and Treasurer may be one and the same person.

The following officers will serve until the next annual meeting, or until their successors are elected and qualified.

<u>OFFICER</u>	<u>NAME</u>
President	JEAN DEVEREAUX
Vice President	RAY V. POTTORF
Secretary/Treasurer	SHARLENE HAMEL

Directors shall serve without compensation.

ARTICLE VIII
INCORPORATORS

The names and street addresses of the person signing these Articles of Incorporation as the Incorporators is :

JEAN DEVEREAUX

1435 SE 34th Street
Cape Coral, FL 33904

ARTICLE IX
BY-LAWS

By-laws of the Corporation may be adopted by the 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 or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article IV hereof.

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.

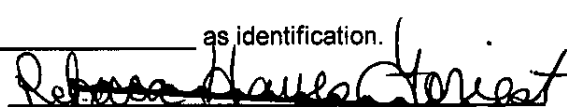
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 13 day of December, 2006.


JEAN DEVEREAUX

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 13 day of December, 2006, by JEAN DEVEREAUX. Such person did not take an oath and:
(notary must check applicable box)

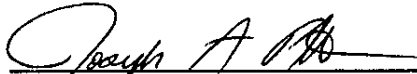
- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced _____ as identification.


Name of Notary (Typed, Printed or Stamped)
Notary Public, State of Florida
My Commission Expires Dec 12, 2008
Commission # DD 365144
Bonded By National Notary Assn.

ACCEPTANCE BY DESIGNATED REGISTERED AGENT

SOUTHWEST FLORIDA GWI HOUSING XII, INC. having designated **JOSEPH A. DIVITO, ESQ.** as its Registered Agent and whose address is 4514 Central Avenue, St. Petersburg, FL 33711, 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 18th day of December, 2006.



JOSEPH A. DIVITO,
Registered Agent

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TALLAHASSEE, FLORIDA