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FLORIDA PROFIT/NON PROFIT CORPORATION

Heartland Community Land Trust, Inc.

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**ARTICLES OF INCORPORATION
OF
HEARTLAND COMMUNITY LAND TRUST, INC.
A Florida Not for Profit Corporation**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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In compliance with the provisions of Chapter 617, Florida Statutes, the undersigned, as Incorporator, hereby adopts, subscribes and acknowledges the following Articles of Incorporation for the purposes set for the below. Capitalized terms used in these Articles shall, unless otherwise expressly defined herein, have the meanings given to them in the Bylaws.

ARTICLE I

NAME

The name of the Corporation is HEARTLAND COMMUNITY LAND TRUST, INC. (the "Corporation").

ARTICLE II

Principal Office and Mailing Address

The street address of the initial principal office of the Corporation is 501 S. Commerce Ave., Sebring, Florida 33870, and the initial mailing address of the Corporation is Highlands County Board of County Commissioners Housing Department, c/o Housing Director, P.O. Box 1926, Sebring, Florida 33870.

ARTICLE III

Purposes and Powers

The purposes for which the Corporation is formed are exclusively charitable. The specific and primary purposes are:

- a. To provide opportunities for low and moderate income people to secure housing in Highlands County, DeSoto County, and Hardee County (collectively, the "Community") that is decent and affordable and that is controlled by the residents on a long-term basis.

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- b. To preserve the quality and affordability of housing for future low and moderate income residents of the Community.
- c. To create, preserve, expand rehabilitate, and otherwise enhance the number and quality of housing stock in the Community available to low and moderate income persons.
- d. To combat Community deterioration in economically disadvantaged neighborhoods by promoting the development, rehabilitation, and maintenance of decent housing in these neighborhoods; by promoting economic opportunities for low and moderate income residents of these neighborhoods; by making land available for projects and activities that improve the quality of life in these neighborhoods; and by assisting residents of these neighborhoods in improving the safety and well-being of their Community.
- e. To protect the natural environment and to promote the ecologically sound use of land and natural resources and the long-term health and safety of the Community.
- f. To promote the health, education, and welfare of the Community and to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986.

In furtherance, but not in limitation, of the foregoing charitable purposes, the Corporation shall have the following powers:

- a. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- b. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law, by these Articles, and by the Bylaws; and

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- c. To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instruments of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated; and
- d. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable; and
- e. In general, to exercise such other powers which now are or which hereinafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

ARTICLE IV

Election of Directors

At the first annual meeting, and thereafter in accordance with the By-laws, the Members of the Corporation shall elect a Board of Directors consisting of not less than five or more than eleven persons. In the event the Board of Directors consists of a number of Directors which does not result in a whole number when divided by three (3), then the one-third for (a) – (c) established below shall result such that the number of Directors in any group is never greater than or less than the number of Directors in any other group by more than one (1).

- a. One third of the Directors shall be nominated and elected, in accordance with the Bylaws, to represent the "Lessee Members."
- b. One third of the Directors shall be nominated and elected, in accordance with the Bylaws, to represent the "Non-lessee Members."
- c. One third of the Directors shall be nominated and elected, in accordance with the Bylaws, to represent the larger public interest.

Prepared By:

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ARTICLE V

The names and addresses of the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Penny Phillippi	501 S. Commerce Ave., Sebring, FL 33852
Bonnie Ryan	1901 U.S. Hwy 27 S., Sebring, FL 33970
Leana Revell	6004 Stafford Oaks Drive, Sebring, FL 33875
Jeff Bagwell	2005 S. Florida Avenue, Lakeland, FL 33803
Sean A. Rego	426 School Board Street, Sebring, FL 33870
Janet Gilliard	412 W. Orange St., Wauchula, FL 33873
Mandy Hines	201 East Oak Street, Arcadia, FL 34266

ARTICLE VI**Exempt Purpose and Limitations**

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in §501 (c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC §501 (c)(3) or corresponding provisions of any subsequent Federal tax laws. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC §501 (h)] or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

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In the event of dissolution, all the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501 (c)(3) or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Florida.

In any taxable year in which the corporation is a private foundation as described in IRC §509 (a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC §4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC §4941(d), retain any excess business holdings as defined in IRC §4943(c); (b) make any investments in such manner as to subject the corporation to tax under IRC §4944; or (c) make any taxable expenditures as defined in IRC §4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VII

Acquired Land

Any land acquired by the Corporation shall be held for the benefit of the local Community in accordance with the corporate purposes.

- a. Land held by the Corporation may be leased to persons, households, and other entities for such uses, and on such terms, as are consistent with the purposes of the Corporation, the Certificate of Incorporation, and the Bylaws.
- b. The decision to mortgage or otherwise encumber land owned by the Corporation shall require the approval of the Board of Directors and the consent of any persons to whom the land in question is leased.
- c. Land shall not be sold by the Corporation except in extraordinary circumstances, and then, in accordance with the Bylaws, only when such sale is considered a necessary means of achieving the purposes of the Corporation.

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ARTICLE VIII

Resale Formula

It is a purpose of the Corporation to provide for the continued affordability of housing and other improvements on the Corporation's land for low and moderate income people. The Board of Directors and Members of the Corporation shall adopt, in accordance with the Bylaws, a "resale formula," which shall be used in accordance with the Bylaws to limit the resale price of housing or other improvements on land leased by the Corporation to low and moderate income people.

ARTICLE IX

Membership

The Membership of the Corporation with full voting rights, in accordance with the Bylaws, shall be as follows.

- a. The Initial Members, who shall have full voting rights at the First Annual Meeting, shall be those persons who have attended at least one "organizing meeting" since December 1, 2006, as determined by the initial Board of Directors from the minutes of such meetings.
- b. The Regular Members, who shall have full voting rights subsequent to the First Annual Meeting, in accordance with the Bylaws, shall be (1) the "Lessee Members," who are all persons who lease land or housing from the Corporation or who lease or own housing located on land leased by another entity from the Corporation, and (2) the "Non-lessee Members," who are all other persons who qualify as Regular Members under the Bylaws.

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ARTICLE X

Registered Office and Agent

The address of the initial registered office of the Corporation is 1205 Manatee Avenue West, Bradenton, Florida 34205. The name of the initial registered agent of the Corporation at such address is Curtis D. Hamlin, Esq. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE XI

Indemnification

This Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the fullest extent permitted by law.

ARTICLE XII

Incorporator

The name and address of the individual who shall serve as this Corporation's incorporator is Curtis D. Hamlin, with an address of 1205 Manatee Avenue West, Bradenton, Florida 34205.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 22 day of February, 2007.


Curtis D. Hamlin, Incorporator

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STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 22nd day of February, 2007, by Curtis D. Hamlin, designated above as the individual who shall serve as this Corporation's incorporator, who is personally known to me.


Notary Public, State of Florida

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Heartland Community Land Trust, Corp., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 617.0501(3), Florida Statutes (2005), I hereby state that I am familiar with and accept the duties, obligations, and responsibilities as Registered Agent for the Corporation.

Dated: February 22, 2007.


Curtis D. Hamlin, Registered Agent

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