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March 13, 2007

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Department of State,  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of G.R.A.C.E. Housing Trust, Inc.

Dear Madame or Sir:

Enclosed for filing is an original and one photocopy of the Articles of Incorporation for G.R.A.C.E. Housing Trust, Inc., together with this firm's check in the amount of \$70.00 representing your filing fees.

Please return a file stamped coy of the Articles of Incorporation to the undersigned in the enclosed return envelope.

If you have any questions regarding this matter or the enclosures, please call me. Thank you for your attention to this matter.

Very truly yours,



Thomas G. Christmann

TGC/MMacD  
Enclosures

**Articles of Incorporation  
Of  
G.R.A.C.E. Housing Trust, Inc.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I – NAME**

The name of this corporation shall be “G.R.A.C.E. Housing Trust, Inc.”

**ARTICLE II – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation shall be 703 NE 1<sup>st</sup> Street, Gainesville, FL 32601.

**ARTICLE III – PURPOSES**

The corporation is organized pursuant to the provisions of the general non-profit corporation law of the State of Florida.

The corporation is organized exclusively for the charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or any of the corresponding provisions of any future United States Internal Revenue Law. Without limiting the foregoing, the express purposes of the corporation are to:

- A. Facilitate provision of viable, sustainably affordable housing for low income citizens of Gainesville/Alachua County, Florida.
- B. Solicit and accept charitable donations, gifts and grants of funds, real property, or other valuable resources from individuals; organizations; agencies; foundations; corporations; federal, state and/or local governments; or other entities for the purpose of providing affordable housing consistent with criteria established by the Board of Directors.
- C. Sell, trade, hold or barter property, assets, services, or other fungible resources for the purpose of converting such valuable resources into units of value facilitative of and pursuant to the purposes of the corporation.
- D. Provide or sponsor provision of services that facilitate successful home ownership or tenancy.

- E. Establish administrative processes necessary to implement directives and policies established by the Board of Directors to ensure accountable, effective and efficient functioning of the corporation.
- F. Be and remain a corporation not for profit. The corporation shall not have or issue shares of stock. The corporation is not organized, nor shall it be operated, for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the directors thereof, or to any individual, 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 its primary purposes. The property, assets, profits and the income of the corporation are irrevocably dedicated to charitable and educational purposes, and no part of the profit or net earnings of the corporation shall inure to the benefit of any Director or officer.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 above. No substantial part of the activities of the corporation shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing of 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE IV – MANNER OF ELECTION

Directors shall be elected by the Board of Directors as stated in the Bylaws. The number of directors shall be established by the Bylaws, but shall never be fewer than three nor more than nine.

#### ARTICLE V – MEMBERSHIP

The corporation shall not have members other than the Board of Directors.

#### ARTICLE VI – INITIAL DIRECTORS AND/OR OFFICERS

Nancy J. McIntosh, 306 NW 180<sup>th</sup> Street, Newberry FL 32669, Director  
Patrick Rhodes, 725 NE 5<sup>th</sup> Terrace, Gainesville, FL 32601-4304, Director  
Gordon H. Tremaine, 4440SW Archer Road, Apt. 1728, Gainesville, FL, 32608, Director

#### ARTICLE VII – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, 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 should determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII – AMENDMENT

The corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of these Articles of Incorporation in the manner now hereafter provided by statute.

#### ARTICLE IX – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent of G.R.A.C.E. Housing Trust, Inc. is Nancy J. McIntosh, 306 NW 180<sup>th</sup> Street, Newberry, FL 32669.

#### ARTICLE X – INCORPORATOR

The name and address of the Incorporator of G.R.A.C.E. Housing Trust, Inc. is Thomas G. Christmann, 18 N.W. 33<sup>rd</sup> Court, Gainesville, FL 32607.

#### STATEMENT OF ACCEPTANCE OF INITIAL REGISTERED AGENT

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.

Nancy J. McFate  
Signature/Registered Agent

February 24, 2007  
Date

Thomas L. McFate  
Signature/Incorporator

March 12, 2007  
Date

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TALLAHASSEE, FLORIDA

February, 2007