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TALLAHASSEE, FLORIDA

TKT #2940

FLORIDA PROFIT/NON PROFIT CORPORATION

MP AFFORDABLE HOUSING DEVELOPMENT, INC.

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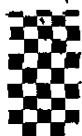
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April 6, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: MP AFFORDABLE HOUSING DEVELOPMENT, INC.
REF: W07000017001

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent designated in your document is not an active entity according to our records. Please designate an individual or another entity that is active according to our records.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Document Specialist
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ARTICLES OF INCORPORATION
OF
MP AFFORDABLE HOUSING DEVELOPMENT, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I

Name

The name of the Corporation shall be MP AFFORDABLE HOUSING DEVELOPMENT, INC.

ARTICLE II

Principal Office

The principal place of business of this corporation shall be 615 Kurek Court, Merritt Island, Florida 32953, and the mailing address of this corporation shall be P. O. Box 546338, Merritt Island, Florida 32954-0338.

ARTICLE III

Purposes

A. The purposes for which the Corporation is organized are 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; in pursuance of the foregoing purposes, the Corporation shall have the power to (a) create, own, develop, construct and/or manage affordable housing for the residents of Brevard County, Florida the charges for such services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis, (b) provide community and social services to the residents of such affordable housing, and (c) purchase, build, acquire and redevelop property to encompass the stated purpose.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its members, trustees, officers, or other private persons, except that the Corporation 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

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TALLAHASSEE, FLORIDA

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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.

C. Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, 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 III 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 the corresponding section of any future United States internal revenue law, 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 IV
Manner of Election

The manner in which the directors are elected shall be stated in the By-Laws of the Corporation.

ARTICLE V
Initial Registered Agent and Street Address

The name and Florida street address of the Corporation's registered agent is:
Housing Authority of the City of Cocoa
c/o Ronald M. Sellers, Executive Director
615 Kurek Court
Merritt Island, Florida 32953

ARTICLE VI
Corporate Duration

The Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VII
Members

The sole member of the Corporation shall be Housing Authority of the City of Cocoa and shall have such voting rights as provided in the Bylaws.

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ARTICLE VIII
Indemnification

Any person (and their heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by their heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.


ARTICLE IX
Incorporator

The name and address of the Incorporator is:
Housing Authority of the City of Cocoa
c/o Ronald M. Sellers, Executive Director
615 Kurek Court
Merritt Island, Florida 32953.

EXECUTION

These Articles of Incorporation are hereby executed by the Incorporator on this 4th day of April, 2007.

Housing Authority of the City of Cocoa
By: Ronald M. Sellers, Executive Director


Signature

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**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

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.

By: Ronald M. Sellers

Ronald M. Sellers
Signature/Registered Agent

April 4, 2007

Date

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