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TALLAHASSEE, FLORIDA

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TWIN BROOKS APARTMENTS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: HEIDI HORAK, Esq.
Name (Printed or typed)

23 Sixth St N.
Address

St. Petersburg, FL 33701
City, State & Zip

(727) 827-9392
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Project Name: Twin Brooks Apartments
Project Number: 067-HD097CMI/FL29-Q061-002
Project Location: Hartford Street and 24th Avenue South
St. Petersburg, Florida

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Twin Brooks Apartments, Inc.**

**ARTICLE I
NAME**

The name of this Corporation is Twin Brooks Apartments, 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 the
Corporation is

445 31st Street North St. Petersburg, Florida 33713,

and the name and address of the initial registered agent of the
Corporation is

Gary MacMath
Boley Centers, Inc.
445 31st Street North
St. Petersburg, Florida 33713.

**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. To provide elderly or permanently disabled 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. The Corporation is irrevocably dedicated to and operated exclusively for non-profit, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.
- C. To carry out this single purpose, the Corporation may exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

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. Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Law.

ARTICLE VI
DISSCLUTION

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's assets shall be distributed for one or more exempt purposes, except for religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code, provided, however, that the Corporation shall at all times, so long as a mortgage on the Corporation's property is held or insured by the Secretary of Housing and Urban Development, have the power to convey its property to the Secretary of Housing and Urban Development, or its nominee for exclusively public purposes.

ARTICLE VII
BOARD OF DIRECTORS AND MEMBERS; ELECTIONS

The affairs of the Corporation shall be managed by a board of directors, consisting of not less than five (5) nor more than fifteen (15) in number who shall be elected by the members of the Corporation at the Annual Meeting. The Directors of the Corporation must, at all time, be members of the Corporation. No non-member of the Corporation may sit as a Director.

ARTICLE VIII DIRECTORS

The names and addresses of the persons who shall serve as directors (the "Directors") of the Corporation until their successors are duly qualified, are as follows:

See attached Exhibit A

The Directors shall serve without compensation.

The Directors shall, at all times, be limited to individuals who are either members of the Corporation, or nonmembers who have the approval of the board of directors of the Corporation. In the event that a Director ceases to be a member of the Corporation, or if the aforesaid approval is withdrawn, then such event shall constitute an automatic resignation as a Director.

The annual meeting of the Directors shall be held on or about the fourth week in March of each year.

ARTICLE IX OFFICERS

The officers (the "Officers") of the Corporation, as provided by the Bylaws, shall be elected by the Directors in the manner set out in the Bylaws. The Officers shall serve until their successors are elected and have qualified. The Directors shall elect the Officers at the annual meeting, for terms of three years. The secretary and treasurer may be the same person. The initial set of Officers are as noted on Exhibit A, attached hereto.

ARTICLE X INCORPORATORS

The names and street addresses of the persons signing these articles of Incorporation as the Incorporators are:

Paul V. Misiewicz

1601 Central Ave.
St. Petersburg, FL 33713

Cynthia McCormick

125 15th Avenue NE
St. Petersburg, FL 33704

Mary Jeff McCook

506 Grove Street North
St. Petersburg, Fl 33701

EXHIBIT A

**Twin Brooks Apartments, Inc.
Board of Directors**

| <u>NAME/ADDRESS</u> | <u>OFFICE</u> |
|--|----------------------------|
| PAUL V. MISIEWICZ 1601 Central Avenue St. Petersburg, FL 33713 | President |
| Cynthia McCormick 125 15 th Avenue NE St. Petersburg, FL 33704 | Vice President |
| SALLY POYNTER 100 Beach Drive NE, #1103 St. Petersburg, FL 33701 | Secretary/Treasurer |
| BOB PITTS 334 48 th Avenue N., Apt. 132 St. Petersburg, FL 33703 | |
| Mary Jeff McCook 506 Grove Street North St. Petersburg, FL 33701 | |

ARTICLE XI
AMENDMENTS

Amendment to the Articles of Incorporation may be proposed by any Director or the Member at a regular or special business meeting of the board of Directors (the "Board") or the Member at which a quorum is present. The amendment must be adopted by a two-thirds vote of the Member present and voting at such meeting properly called and noticed as provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles in Incorporation on this 13th day of April, 2007.

Paul V. Misiewicz
Paul Misiewicz

Cynthia McCormick
Cynthia McCormick

Mary Jeff McCook
Mary Jeff McCook

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, on this day personally appeared Paul Misiewicz, Cynthia McCormick and Mary Jeff McCook who executed and acknowledged the foregoing instrument before me this 13 day of April, 2007. They are personally known to me.



Margaret M. Foreman
NOTARY PUBLIC
Commission # DD256311
Expires October 23, 2007
Bonded Troy Fain - Insurance, Inc. 800-325-7019

Margaret M. Foreman
Notary Public

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for Boley Centers, Inc., a Florida corporation not for profit, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gary MacNath
Gary MacNath

Date: April 13, 2007