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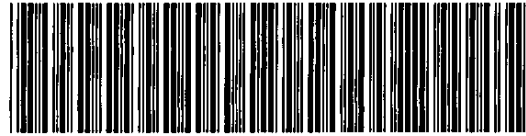
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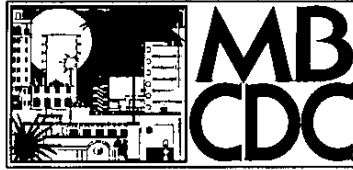
08/06/07--01007--012 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 AUG - 6 AM 8:30

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HA



Miami Beach Community Development Corporation

945 PENNSYLVANIA AVENUE, MIAMI BEACH, FLORIDA 33139

25 YEARS

Building and Sustaining Community – Unique, Vibrant, Diverse

T-305-538-0090

F-305-538-2863

August 1, 2007

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

To Whom It May Concern:

Enclosed is the Articles of Incorporation of MBCDC Villa Matti, Inc. along with a check payable to the Secretary of State for \$78.75.

Please contact me if you need any other documentation or information.

Sincerely,

Roberto Datorre
Executive Director
Miami Beach Community Development Corporation

ARTICLES OF INCORPORATION

OF

MBCDC Villa Matti, Inc.

A Florida Not for Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

Article I

- (a) The name of the Corporation is MBCDC Villa Matti, Inc. (hereinafter referred to as the "Corporation")
- (b) The existence of the Corporation will be perpetual.
- (c) The principal office and mailing address of the Corporation is 945 Pennsylvania Ave., Miami Beach, FL 33139
- (d) The registered agent of the Corporation is Roberto Datorre. The address of this registered agent is 945 Pennsylvania Ave., Second Floor, Miami Beach, FL 33139.
- (e) The name and address of the Incorporator is Miami Beach Community Development Corporation, 945 Pennsylvania Ave., Miami Beach, FL 33139

Article II

The purposes for which the Corporation is formed, and the business and objects 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 persons 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) The Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, or inure to, the benefit of any individual. 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 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 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 III

The Corporation is empowered:

(a) To buy, own, sell, 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 II 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 or project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertaking 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) Upon the dissolution of the Corporation, or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or top any individual and 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 II(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, 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. Provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development (a department of the United States of America).

Article IV

The number of directors of the Corporation shall be at least seven (7) voting directors but no more than fifteen (15) directors. The initial directors and the term for which each will serve, are set below.

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<u>Name</u>	<u>Term</u>
Jack Johnson	1 year
Jo Asmundsson	1 year
Allan Hall	1 year
Wahib Mikhael	1 year
Mark Wohl	1 year
Louis V. Martinez	1 year
Ada Llarandi	1 year
Roberto Datorre (no voting rights)	1 year
Don Tomlin (no voting rights)	1 year

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TALLAHASSEE, FLORIDA

The directors shall serve without compensation. The directors of the Corporation shall, at all times, be limited to individuals who are either members of Miami Beach Community Development Corporation, Inc. (the "Sponsoring Organization") or nonmembers who have the approval of the Board of Directors) of the said Sponsoring Organization. In the event that a director of the Corporation ceases to be a member of the Sponsoring Organization or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation. 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 have 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 annual meeting shall be held in the second week of January of each year starting in 2008.

Article V

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 III hereof.

Article VI

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.


Miami Beach Community Development Corporation, Inc.

By: 
 Roberto Datorre, President

Date: 8/1/07

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for MBCDC Villa Matti, Inc., a Florida not for profit corporation.


 Roberto Datorre

Date: 8/1/07