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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**CFL-HOUSING CORP.**

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FASTKIT CORPORATE OUTFITS

SUBJECT: CFL HOUSING CORP.  
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**ARTICLES OF INCORPORATION  
OF  
CFL HOUSING CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirement of Chapter 617, Florida Statutes, CFL Housing Corp., hereby files these Articles of Incorporation. These Articles were adopted by the Directors of the Corporation by a unanimous vote at the meeting of the Board of Directors:

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is CFL Housing Corp.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is 2040 HWY A1A, Suite 203, Indian Harbour Beach, Florida 32937. The mailing address is 2040 HWY A1A, Suite 203, Indian Harbour Beach, Florida, 32937.

**ARTICLE III  
REGISTERED AGENT AND STREET ADDRESS**

Joseph R. Langlois whose address is 2040 HWY A1A, Suite 203 Indian Harbour Beach, FL 32937, is hereby appointed registered agent of the Corporation.

#### **ARTICLE IV**

#### **PURPOSE AND POWERS OF THE CORPORATION**

The specific purposes for which the Corporation is organized are:

1. To provide for assistance in the acquisition of decent housing, suitable living, environment, economic opportunities for underprivileged persons and persons of very low, low and moderate income; and community rehabilitation, restoration and development activities which may be supported by U.S. Federal Assistance, according to the provisions contained in Title 42 Sections 5301-5320, known as Chapter 69, Community Development, and subsequent sections.
2. To make available, for each project undertaken by the Corporation, (a) at least seventy-five (75%) of the units are occupied by residents that qualify as low-income (80% percent of the area's median income). Up to twenty-five percent (25%) of the units may be provided at market rated to persons who have income in excess of low-income limit.
3. To be organized as a non-profit Corporation operated exclusively for charitable purposes, qualified under Section 501 (c) (3) of the Internal Revenue Code of 1986 ( or the corresponding provisions of any subsequent United States Revenue Law)
4. To educate the public on the need and desirability of making housing available on a non-discriminatory basis to underprivileged persons and persons of very low, low and moderate incomes.

5. To aid underprivileged persons and persons of very low, low and moderate income families by lessening neighborhood tensions and combating community deterioration.
6. To disseminate information to underprivileged persons and person of very low, low and moderate incomes concerning availability of affordable housing.
7. To lessen the burden of government in regard to the provision of affordable housing opportunities for the underprivileged persons and persons of very low, low and moderate incomes.
8. To receive, maintain, and accept as assets of the Corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or Corporation, to be held, administered, and disposed of in accordance with and pursuant to the provisions of these Articles, but no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organizations other than a charitable organization or for any purpose other than charitable purposes within the meaning of such term as defined herein or which would jeopardize the Federal income tax exemption of this Corporation pursuant to Section 501 (c) (3) or the Internal Revenue Code of 1986 ( or the correspondence provisions of any subsequent United States Revenue Law).

## **ARTICLE V**

### **BOARD OF DIRECTORS**

**Section 1.** The general management of the affairs of the organization shall be vested in the Board of the Directors.

**Section 2.** Number of Director

The Number of directors shall be not less than three, which may be changed from time to time by an amendment of these By-Laws in the manner herein provided.

**Section 3.** Qualifications of Directors

At least one-third of the member of the Board of Directors must be:

- a. Residents of low income neighborhoods (neighborhoods where 51% or more of the residents are low income);
- b. Other low income residents of the community; or
- c. Elected representatives of low income neighborhood organizations.
- d. No more than one-third of the Board may be public officials nor may more than one-third of the Board be selected by a state or local government. The Board members appointed by state or local government may not, in turn, appoint the remaining two-thirds of the Board.

**Section 4.** Election of the Directors and Officers

The directors shall serve on the board for a one-year term, at which time they may be re-elected for an additional term of one year. No director shall serve more than 4 consecutive terms, maximum of four (4) years. Any director may resign at any time by providing the remaining directors thirty (30) days prior written notice.

The officers are elected annually at the annual meeting. Officers shall serve a one (1) year term. Any officer may resign at any time by providing the

remaining directors thirty (30) days prior written notice. Vacancies on the board shall be filled within sixty (60) days of the event that caused the vacancy. Officers filling vacancies on the Board shall be chosen to serve until the next annual meeting of the Board.

#### **ARTICLE VI**

The initial Directors and/or officers of CFL Housing Corp. as follows:

- a. **Joseph R. Langlois, President/Executive Director.**  
Address of residence is: 420 Winchester Road, Satellite Beach, FL 32937
- b. **Rhonda K. Reed, Treasurer.** Address of residence is:  
PO Box 372425, Satellite Beach, FL 32937.
- c. **Don Adkins, Secretary.** Address of residence is: 3210  
Peroutka Lane, Cocoa, Florida 32937

#### **ARTICLE VII**

##### **EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE VIII**

##### **DISTRIBUTION OF ASSETS**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner, an to such organization of organizations which are organized exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an

exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purpose, or to such organizations as such Court shall determine.

#### **ARTICLE IX**

##### **BY-LAWS**

The by-laws of the Corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, by a vote of majority of the Board of Directors.

#### **ARTICLE X**

##### **AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendments to these Articles of Incorporation may be adopted by a vote of the majority of the Board of Directors.

#### **ARTICLE XI**

##### **INDEMNIFICATION**

Each person (including the heirs, executors, administrators, person representative, or estate of such person):

- a. who is or was a director or officer of the Corporation;



- b. who is or was an agent, employee, or advisor of the Corporation other than a director or officer and to who the Corporation has agreed to grant such indemnity; or
- c. who is or was serving at the request of the Corporation as its representative in the position of a director, officer, agent or employee of another Corporation, partnership, joint venture, trust, or other enterprise, and to whom the Corporation has agreed to grant such indemnity shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision, against any lien, liability, cost, or expense including attorney's fees, asserted against him/her or incurred by him/her in his/her capacity as such director, officer, agent, employee, advisor, or representative. The foregoing right of indemnification shall not be exclusive or other rights to which those seeking an indemnification may be entitled.

## ARTICLE XII

### EARNINGS & ACTIVITIES OF CORPORATION

- a. Directors and officers will be reimbursed for reasonable expenses incurred in carrying out their duties.
- b. This Corporation shall not, as substantial part of its activities, carry on, propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

- c. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by the Corporation exempt from Federal income 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) by a Corporation whose contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law.)
- d. If, at any time, the Corporation becomes a private foundation as defined in Section 509 of the Internal Revenue Code of 1986 (or corresponding provision of any United States Revenue Law), the Corporation:
  - 1. Shall distribute income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any United States Revenue Law).
  - 2. Shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Revenue Law).
  - 3. Shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Revenue Law).
  - 4. Shall not make any investments in such manner as to subject it to taxes under Section 4944 of the Internal Revenue Code of 1986

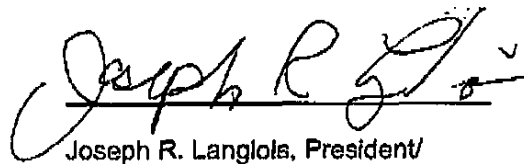
(or corresponding provisions of any future United States Revenue Law).

5. Shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United State Revenue Law).
6. Notwithstanding any other provision of these articles, this Corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not furtherance of the purpose of this Corporation.

We, the undersigned, being the President and Secretary of this Corporation have executed these Articles of Incorporation this 18 day of August

2007.

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07 AUG 24 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FL



Joseph R. Langlois, President/  
Execute Director. I hereby am  
familiar with and accept the duties  
and responsibilities as registered  
agent for said corporation.