

NO 7000009730

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Workforce Housing Ventures Community Land Trusts, Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WORKFORCE HOUSING VENTURES COMMUNITY LAND TRUSTS, INC.

■ Florida not-for-profit corporation

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be *Workforce Housing Ventures Community Land Trusts, Inc.*

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this Corporation shall be:

13924 7th Street
Dade City, Florida 33525 US

ARTICLE III - PURPOSE

The specific purposes for which the Corporation is organized are:

1. To provide opportunities for very low, low and moderate income families and individuals to access decent and affordable housing.
2. To foster the availability of a combination of owner-occupied and rental housing that meets diverse needs.
3. To preserve the quality and affordability of housing for successive owners and renters through long-term ground lease covenants.
4. To operate exclusively in a manner as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code, as amended, or any other corresponding provisions of any subsequent Federal tax laws regulating tax exempt corporations.

ARTICLE IV - TERM OF EXISTENCE

The date and time of the commencement of the corporate existence of the Corporation shall be as of the time of the filing of these Articles of Incorporation by the Department of State for the State of Florida, and this Corporation shall exist perpetually, unless sooner dissolved under Florida law.

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- 6. Name: Katherine Britton
Address: 14152 Sixth Street, Dade City, Florida 33525 US
- 7. Name: Will Weatherford
Address: 3843 Fawnmist Drive, Wesley Chapel, Florida 33544
- 8. Name: Jerome Hendrickson
Address: 201 Forty-Ninth St. South, St. Petersburg, Florida 33707 US
- 9. Name: Nick Pavonetti
Address: 876 Roser Park Drive South, St. Petersburg, Florida 33701.

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

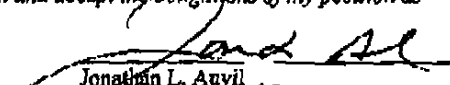
The street address of the initial registered office of the Corporation shall be

37837 Meridian Avenue, Suite 100
Dade City, Florida 33525 US.

and the name of the Corporation's initial registered agent at such address shall be

Jonathan L. Auvil.

Having been named as Registered Agent and to accept service of process for WORKFORCE HOUSING VENTURES COMMUNITY LAND TRUSTS, INC., at the place designated in this article, I hereby accept the appointment as Registered 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.


Jonathan L. Auvil
Date: September 18, 2007

ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation are:

Penelope Morrill
37314 Meridian Avenue
Dade City, Florida 33525 US

The undersigned Incorporator has executed these Articles of Incorporation this 22nd day of September, 2007.


Penelope Morrill, Incorporator

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ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are elected or appointed shall be governed by the ByLaws.

ARTICLE VI - LIMITATION OF CORPORATE POWERS

1. The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization 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.

2. No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, director, officer, or trustee of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as above provided, the Corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers or other private persons.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have no less than nine (9) and no more than fifteen (15) directors initially. The number of director positions may be either increased or decreased from time to time by an amendment to the ByLaws of the Corporation in the manner provided by law, but shall never be less than nine (9). The names and addresses of the individuals, each of whom are eighteen (18) years old or older, constituting the Initial Directors of the Corporation are as follows:

- 1. Name: Thomas B. Smith
Address: 13924 Seventh Street, Dade City, Florida 33525 US
- 2. Name: Penelope Morrill
Address: 37314 Meridian Avenue, Dade City, Florida 33525 US
- 3. Name: Ralph Cumber
Address: 36351 Clinton Avenue, Dade City, Florida 33525 US
- 4. Name: Jacqueline Dyer
Address: 215 Forty-Ninth St. South, St. Petersburg, Florida 33707 US
- 5. Name: Jim Welch
Address: 13326 Lec Street #1, Dade City, Florida 33525 US

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