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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

St. Giles Manor II, Inc.

Signature _____

Requested by: *WL*

Name _____

Date *11/29*

Time *11:00*

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

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_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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07 DEC -3 AM 11:51

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

November 30, 2007

CAPITAL CONNECTION, INC.
ATTN: WL

SUBJECT: ST GILES MANOR II, INC.
Ref. Number: W07000058354

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

We have received your document for ST GILES MANOR II, INC.. However, the document has not been filed and is being returned for the following:

Please complete Article(s) III, principal office..

The registered agent and street address must be consistent wherever it appears in your document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Loria Poole
Regulatory Specialist II
New Filing Section

Letter Number: 507A00067976

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ST. GILES MANOR II, INC.
A NON-PROFIT CORPORATION

ARTICLE I
NAME

The name of this corporation is **ST. GILES MANOR II, 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 this corporation is 5041 82nd Avenue North, Pinellas Park, FL 33781, the initial Registered Agent and address is Stephen A. Prins located at 7224 56th Avenue North, St. Petersburg, FL 33709.

ARTICLE IV
PURPOSE

Section 1. 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, the Corporation shall have the single purpose to construct a low-income housing facility located in the City of Pinellas Park, Florida under Section 202 of the Housing Act of 1959, as amended, and to provide services specially designed to meet their physical, social environment, economic 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) 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 Corporations 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 V **POWERS**

The Corporation is empowered to exercise the powers permitted non-profit corporations under Chapter 617 and the Florida Statutes including:

- (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 IV hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.
- (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 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) Upon the dissolution 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 IV(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.

ARTICLE VI **BOARD OF DIRECTORS AND MEMBERS**

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than seven (7) 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 times, be members of the Corporation. No non-member of the Corporation may sit as a Director.

ARTICLE VII
DIRECTORS

The names of the directors and post office addresses of the persons who shall serve as Directors until their successors are duly qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James E. Ponder	2753 60 th Street North St. Petersburg, FL 33710
Father John Harnett	8271 52 nd Street South Pinellas Park, FL 33761
Sandra Wasson	8381 56 th Way North Pinellas Park, FL 33781
Gene Lofgren	5220 90th Terrace North Pinellas Park, FL 33761
Daniel Lemon	125 Maron Street N.E. St. Petersburg, FL 33704
Stephen A. Prins	7224 56 TH Avenue North St. Petersburg, FL 33709
Brian Trimble	2083 59 th Street North St. Petersburg, FL 33710

Directors shall serve without compensation.

Membership in the Corporation shall, at all times, be limited to individuals appointed to membership by the Bishop of the Diocese of Southwest Florida Incorporated having jurisdiction of Pinellas County, Florida.

In the event that the aforesaid appointment by such Bishop is withdrawn, then this shall constitute automatic resignation as a member and director of the Corporation.

ARTICLE VIII
OFFICERS

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 qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one (1) year. The Secretary and Treasurer may be one and the same.

ARTICLE IX
INCORPORATORS

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

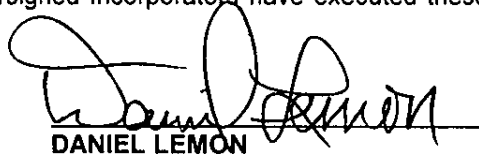
Daniel Lemon

125 Maron Street
St. Petersburg, FL 33704

ARTICLE X
AMENDMENTS

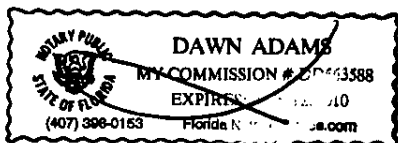
So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, or is subject to the Regulatory Agreement and Use Agreement in favor of the Secretary of Housing and Urban Development, these Articles of Incorporation may not be amended without the prior written approval of said Secretary. Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.

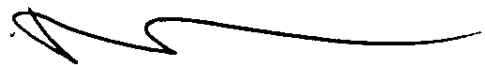
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 19th day of November, 2007.

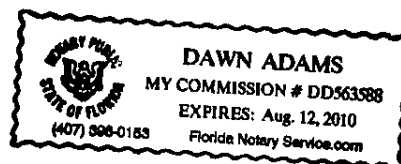

DANIEL LEMON

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 19th day of November, 2007 personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **DANIEL LEMON**, who is personally known to me, or who have provided _____ as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily.




NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Dawn Adams



ACCEPTANCE BY DESIGNATED REGISTERED AGENT

ST. GILES MANOR II, INC., having designated **STEPHEN A. PRINS**, as its Registered Agent at the address located at 7224 56th Avenue North, St. Petersburg, FL 33709, and **STEPHEN A. PRINS**, as having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Dated this 26 day of November, 2007.


STEPHEN A. PRINS,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA