

NO70000011816

C. E. Richardson

(Requestor's Name)

2740 Hickory Ridge Road

(Address)

Tallahassee FL 32308

(Address)

(City/State/Zip/Phone #)

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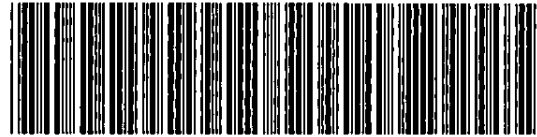
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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01/01/08

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ARTICLES OF INCORPORATION  
OF

EAGLES LANDING NON-PROFIT HOUSING CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is EAGLES LANDING NON-PROFIT HOUSING CORPORATION

2740 Hickory Ridge Road  
Tallahassee FL 32308

ARTICLE II

- A. This Corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- B. This Corporation is organized with the exclusive purpose of providing housing facilities for persons of low and moderate income, or for persons whose income does not exceed limits established Act 346, Public Acts of 1966, as amended, and providing such social, recreational, commercial and communal facilities as may be necessary to serve and improve a residential area in which Florida State Housing Development Authority (Authority) or federally-aided housing is located or planned to be located thereby enhancing the viability of the housing and, in general, carrying on any business in connection therewith and incidental thereto not inconsistent with 1966 PA 346, as amended, and doing any and all things necessary, required and not expressly prohibited by the laws of the State of Florida and not inconsistent with the requirements of a nonprofit charitable organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.
- C. Notwithstanding any other provision of these Articles, all the income and earnings of the Corporation shall be used exclusively for corporate purposes, and no part of the net income or net earnings of the Corporation shall be used exclusively for corporate purposes, and no part of the net income or net earnings of the Corporation shall inure to the benefit of or be distributed or distributable to any director, officer, member, trustee, individual, firm, corporation, partnership, association or other private person except that the Corporation shall be authorized and empowered (subject to the requirements of laws and statutes State of Florida, as amended) to pay reasonable compensation for services rendered and to make payments and distributions furtherance of the purposes set forth in the Article II.
- D. No substantial part of the activities of the Corporation shall be 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) in a political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- E. Notwithstanding any other provision of these Articles, the Corporation shall in no manner be controlled by or under the direction of or acting in the substantial interest of any private individual,

firm, corporation, partnership or association seeking to derive profit or gain there from or seeking to eliminate or minimize losses in any dealing or transactions with the Corporation.

F. Notwithstanding any other provision of these Articles, the operations of the Corporation may be supervised by the Authority or by another governmental body as the Authority directs, and the Corporation shall enter into agreements with the Authority or with the governmental body as the Authority from time to time requires. Any such agreements shall provide for regulation by the Authority or designated governmental body of the planning, development and management of any housing project undertaken by the Corporation and the disposition of the property and franchises of the Corporation.

G. No individual member or director of the Corporation or other private person shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity.

### ARTICLE III

The Corporation is organized on a non-stock basis. The assets which the Corporation possesses are:

Real property: None

Personal property: \$100.00 - Office furniture and equipment

(The valuation of the above assets was as of November 15, 2007)

Said Corporation is to be financed under the following general plan: By gift, grant, bequest, devise or loan, including federally guaranteed or insured loans and grants, advances, grants or loans from the Authority and contributions and grants from individuals and organizations, and other sources which may be available.

The Corporation is organized on a directorship basis.

### ARTICLE IV

(1) The street address and mailing address of the initial registered office is 2740 Hickory Ridge Road Tallahassee, Florida 32308.

(2) The name of the initial resident agent at the registered office is Charles Eugene Richardson.

### ARTICLE V

All matters which are subject to a vote of the membership or other action pursuant to the provisions of Act 162 Public Acts of 1982, as amended, in the case of a membership corporation, shall be subject to duly authorized action by the Board of Directors. *Directors are elected as stated in Bylaws.*

### ARTICLE VI

A. The Board of Directors of the Corporation shall maintain charge, control and, management of the business, property affairs and funds of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization describe in Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation) not inconsistent with these Articles of Incorporation or with the laws of the State of Florida. In addition to, and not in limitation of, all powers, express or implied, now or hereafter conferred upon boards of directors of nonprofit housing corporations, and in addition to the powers mentioned in and implied from Article II, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to

issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired.

B. A volunteer director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for a breach of fiduciary duty as a director except that a director remains liable:

- (1) For any breach of the director's duty of loyalty to the Corporation or its members;
- (2) For any acts or omissions not in good faith or that involves intentional misconduct or knowing violation of law;
- (3) For any violation of Section 551(1) of Act No. 2 of Public Acts of 1982, as amended;
- (4) For any transaction from which the director derived an improper personal benefit;
- (5) For any act or omission occurring before the date of this Article as filed by the Florida Department of Commerce for which the director was otherwise personally liable; and
- (6) For any act or omission that is grossly negligent.

The Corporation shall assume all liability to any person other than the Corporation, its shareholders, or its members for all acts or omissions of a volunteer director occurring on or after the date of this Article as filed by the Florida Department of Commerce incurred in the good-faith performance of the volunteer director's duties.

If, after the adoption of this Article by the members of the Corporation, the Florida Nonprofit Corporation Act is hereafter amended to further eliminate or limit the liability of a director, then the liability of any director to the Corporation or its members (in addition to the circumstances in which a director is not personally liable as set forth in the preceding paragraph) shall be limited to the fullest extent permitted by the Florida Nonprofit Corporation Act, as so amended.

Any repeal or modification of this Article by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## ARTICLE VIII

Upon dissolution of the Corporation, assets remaining after providing for debts and obligations of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to Prayer Temple Church of God in Christ or its successor, provided that Prayer Temple Church of God in Christ or its successor is exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation). If, upon dissolution, Prayer Temple Church of God in Christ or its successor is not in existence or is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or comparable provisions of subsequent legislation), the property remaining after providing for debts and obligations of the Corporation shall be distributed to that organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation) as may be designated by the Board of Directors or to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the organization 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 IX

Notwithstanding any other provisions of these Articles, the Authority shall have the power to appoint to the Board of Directors of the Corporation a number of new directors, which number shall be sufficient to constitute a majority of the board, notwithstanding any other provisions of these Articles of incorporation or any other provisions of law, if:

A. The Corporation has received a loan or advance as provided for in the Act and the Authority determines that the loan or advance is in jeopardy of not being repaid;

B. The Corporation has received a loan or advance as provided for in the Act and the Authority determines that the proposed housing project for which the loan or advance was made is in jeopardy of not being constructed;


C. The Authority determines that some part of the net income or net earnings of the Corporation is inuring to the benefit of any private individual, firm, corporation, partnership or association;

D. The Authority determines that the Corporation is in some manner controlled by or under the direction of or acting in the substantial interest of any private individual, firm, corporation, partnership or association seeking to derive benefit or gain therefrom or seeking to eliminate or minimize losses in any dealings or transactions therewith;

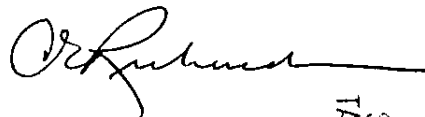
E. The Authority determines that the Corporation is in violation of the rules promulgated under Section 22 of the Act; or

F. The Authority determines that the Corporation is in violation of any agreements entered into with the Authority providing for regulation by the "Authority of the planning, development and management of any housing project undertaken by the Corporation and the disposition of the property and franchises of such Corporation.

These Articles of Incorporation were duly adopted on the 26 of November 2007, in accordance with the provisions of Section 642 of Act 162, Public Acts of 1982.

By   
Charlie E. Richardson, President  
2740 Hickory Ridge Rd  
Tallahassee, FL 32308

I accept as registered agent



Effective Date January 01, 2008

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA