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NO. 283

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Florida Department of State
Division of Corporations
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Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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FLORIDA PROFIT/NON PROFIT CORPORATION

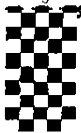
RIVIERA BEACH HOUSING DEVELOPMENT CORPORATION

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RESUBMIT

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March 14, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: RIVIERA BEACH HOUSING DEVELOPMENT CORPORATION
REF: W08000013598

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000065217
Letter Number: 008A00015664

✱ The registered agent is a housing authority and is exempted per Legislative Law from having to register with the Secretary of State. Please call me with questions regarding this. Heather x2908

P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
RIVIERA BEACH HOUSING DEVELOPMENT CORPORATION**

2008 MAR 13 A 9:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I

Name

The name of the Corporation shall be RIVIERA BEACH HOUSING DEVELOPMENT CORPORATION

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be 2014 West 17th Court, Riviera Beach, Florida 33404-5002.

ARTICLE III

Purposes

A. The purposes for which the Corporation is organized are 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; in pursuance of the foregoing purposes, the Corporation shall have the power to (a) create, own, develop, construct and/or manage affordable housing for the residents of Palm Beach County, Florida the charges for such services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis, (b) provide community and social services to the residents of such affordable housing, (c) purchase, build, acquire and redevelop property to encompass the stated purpose, and (d) develop affordable housing.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of 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

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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.

C. Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations 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 III 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, 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 IV **Manner of Election**

The manner in which the directors are elected shall be stated in the By-Laws of the Corporation.

ARTICLE V **Initial Registered Agent and Street Address**

The name and Florida street address of the Corporation's registered agent is:

Riviera Beach Housing Authority
c/o Phillip O. Goombs, Executive Director
2014 West 17th Court
Riviera Beach, Florida 33404-5002

ARTICLE VI **Corporate Duration**

The Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VII **Members**

The sole member of the Corporation shall be Riviera Beach Housing Authority and shall have such voting rights as provided in the Bylaws.

ARTICLE VIII **Indemnification**

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Any person (and their heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by their heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE IX
Incorporator

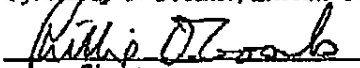
The name and address of the Incorporator is:

Riviera Beach Housing Authority
c/o Phillip O. Goombs, Executive Director
2014 West 17th Court
Riviera Beach, Florida 33404-5002.

EXECUTION

These Articles of Incorporation are hereby executed by the Incorporator on this 11th day of March, 2008.

Riviera Beach Housing Authority
By: Phillip O. Goombs, Executive Director



Signature

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**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Riviera Beach Housing Authority
By: Phillip O. Goombs, Executive Director

Phillip O. Goombs
Signature/Registered Agent

March 17th, 2008
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA