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Florida Department of State
Division of Corporations
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From:

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Account Number : I20000000195
Phone : (850) 521-1000
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Kimberly x.2949

FLORIDA PROFIT/NON PROFIT CORPORATION

APEDC-NORTH CENTRAL II CORPORATION

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**ARTICLES OF INCORPORATION
OF
APHDC-NORTH CENTRAL II CORPORATION**

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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 APHDC-NORTH CENTRAL II CORPORATION.

ARTICLE II
Principal Office

The principal place of business and mailing address of this corporation shall be 21 Tulane Drive, Avon Park, Florida 33825.

ARTICLE III
Purposes

The purposes for which the Corporation is organized are as follows:

1. To raise the housing, economic, educational, and community quality of life of the residents of Highlands County, Florida, including members of the community with income below federal poverty guidelines; to foster and promote community wide interest and concern for the problems of said residents, and toward that end expand opportunities that contemplate increasing (a) safe, sanitary, and affordable housing and (b) educational, social, and economic opportunities; (c) decrease sickness, poverty, crime, and environmental degradation resulting from a scarcity of adequate affordable housing, or resulting from unsafe or unsanitary housing; and (d) eliminate prejudice encountered by those without an affordable housing option.

2. To expand the opportunities available to said residents to develop financial and credit skills necessary for successful home ownership.

3. To expand opportunities available to said residents and groups to obtain adequate low-cost housing accommodations by constructing, acquiring, rehabilitating, or otherwise providing decent, safe, and sanitary housing in Highlands County for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged, and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through any legal means, including rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites for the purpose of combating the deterioration of the community and contributing to its physical improvement.

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4. To develop affordable housing opportunities designed, constructed, and equipped so as to improve or harmonize with the neighborhoods they occupy, meet contemporary standards of modest livability, promote security and be attractive and marketable to the people they are intended to serve.

5. To aid, support, and assist by in kind services, gifts, contributions, or otherwise, non-profit corporations, community chests, funds, and foundations organized and operated exclusively for charitable, educational, or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no administrative functions nor used attempting to influence legislation.

6. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, expanding housing opportunities, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments, or agencies.

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:

Larry P. Shoeman
21 Tulane Drive
Avon Park, Florida 33825

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 Avon Park Housing Development Corporation and shall have such voting rights as provided in the Bylaws.

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ARTICLE VIII
Indemnification

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:

Lynne M. Rader
c/o Cohen & Grigsby, P.C.
11 Stanwix Street, 15th Floor
Pittsburgh, PA 15222

EXECUTION

These Articles of Incorporation are hereby executed by the Incorporator on this 31st day of March, 2008.

Lynne M. Rader
Signature


APR. 1. 2008 4:25PM C S C

NO. 540 P. 5

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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.


Signature/Registered Agent

March 31, 2008
Date

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TALLAHASSEE, FLORIDA

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