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FLORIDA PROFIT/NON PROFIT CORPORATION

HOUSING OPPORTUNITIES MADE FOR EVERYONE, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF**

HOUSING OPPORTUNITIES MADE FOR EVERYONE, INC.

The undersigned, acting as sole incorporator of a corporation not for profit ("Corporation") to be formed under Chapter 617 Florida Not For Profit Corporation Act (the "Act"), does hereby state the following:

**ARTICLE I
Name**

The name of the Corporation shall be HOUSING OPPORTUNITIES MADE FOR EVERYONE, INC., a Florida not for profit corporation.

**ARTICLE II
Purpose**

The Corporation is formed for the purpose of improving the lives of individuals and families, regardless of race, religion, age, gender or creed, by locating housing and renovating such housing to sell to such individuals and families whose incomes fall within guidelines for affordable housing grants, as limited and further defined by the following paragraphs.

The Corporation is organized under section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code ("Code") exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations qualifying as an exempt organization from federal income tax.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. 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 for) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall only carry on any other purposes permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of, shall be disposed of by the Circuit Court (or similar court) of the county in

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which the principal office, of the corporation is then located, exclusively for such exempt purposes or to such exempt organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes, providing in all events the distributions will be deductible under Sections 170(c) (2), 2055(a)(2) and 2522(a)(2) of the Code, and references to specific provisions of the Code shall be taken as references to any corresponding provision in the future.

ARTICLE III
Principal Place of Business

The initial mailing address and street address of the principal office of the Company shall be 4351 Gulf Shore Boulevard North #19N, Naples, Florida 34103.

ARTICLE IV
Registered Office and Registered Agent

The name of the initial registered agent of the Company is R & A Agents, Inc., an Ohio corporation, and the street address of the initial registered agent, which shall be the registered office of the Company, is c/o G. Carson McEachern, Assistant Secretary, 850 Park Shore Drive, Third Floor, Naples, Florida 34103-3587.

ARTICLE V
Effective Date

The Company's effective date of existence shall be the date of filing of these Articles of Organization.

ARTICLE VI
Duration

The Company's duration shall be perpetual, unless the Corporation determines that it should be sooner dissolved.

ARTICLE VII
Directors

The manner in which the directors are to be elected or appointed, and the number of directors shall be as stated in the By-Laws of the corporation.

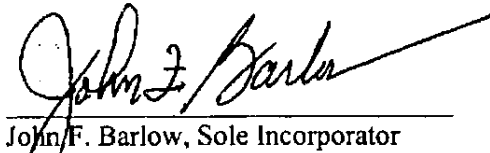
ARTICLE VIII
Sole Incorporator

The name and address of the sole incorporator is John F. Barlow, 4351 Gulf Shore Boulevard North #19N, Naples, Florida 34103.

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The undersigned, being the sole incorporator of the Corporation hereinbefore named, for the purpose of forming a corporation not for profit under the Act has executed these Articles of Incorporation as of this 21st day of May, 2008.


John F. Barlow, Sole Incorporator

I, G. Carson McEachern, Assistant Secretary of R & A Agents, Inc., an Ohio corporation, have been designated to act as registered agent and to accept service of process for the above Corporation at the place designated in the Articles of Incorporation. On behalf of such Corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree, on behalf of such Corporation, to comply with the provisions of all statutes relating to the proper and complete performance of a registered agent's duties, and I am familiar with and accept the designations of the position as registered agent.

R & A Agents, Inc.
An Ohio corporation, as registered agent

By: 
G. Carson McEachern, Assistant Secretary

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