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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EP 12/23/08

# ARTICLES OF INCORPORATION

of

Jacksonville Florida Association of Housing Counselors  
And Agencies Community Development Corporation

*A Florida "Not For Profit" Corporation*

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**THE NAME OF THE CORPORATION IS:**

Jacksonville Florida Association of Housing Counselors and Agencies Community Development Corporation

**PRINCIPAL OFFICE:** The principal office of the Corporation is located at:  
1284 W. 20<sup>th</sup> Street, Jacksonville, Florida 32209

**MAILING ADDRESS:** The mailing address of the Corporation is:  
1284 W. 20<sup>th</sup> Street, Jacksonville, FL 32209

**REGISTERED AGENT:** The name of the Registered Agent of the Corporation is:  
Ingrid Milton Peralta.

**The address of Registered Agent is:**  
1284 W. 20<sup>th</sup> Street, Jacksonville, Florida 32209

**DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any and the manner of their admission shall be regulated by the bylaws.

**BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

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**INCORPORATORS:** The name and address of the incorporator is:

**Donna Karrar**

**1284 W. 20<sup>th</sup> Street  
Jacksonville, Florida 32209**

**Ingrid Milton Peralta**

**1284 W. 20<sup>th</sup> Street  
Jacksonville, Florida 32209**

**CORPORATE PURPOSE:**

The Jacksonville Florida Association of Housing Counselors and Agencies Community Development Corporation (JFCAHCACDC), founded in 2006, is an independent non-profit organization dedicated to:

- (1) Fostering decent, affordable housing and vibrant community for everyone;
- (2) To provide professional counseling services that aid in promoting and upgrading housing conditions to acceptable levels;
- (3) To engage in non-partisan research, study, evaluation, and analysis of housing problems and programs;
- (4) To promote the field of housing counseling and educate the public in the advantages of seeking early intervention assistance thus, decreasing their risk of becoming homeless;
- (5) To cooperate with local, regional, and national organizations in the common endeavor to advance professional housing counseling;
- (6) To obtain and disseminate data relevant to the function and accomplishments of professional housing counseling.

**501(c)(3) LIMITATIONS:**

1. **Corporate Purposes:** Notwithstanding any other provisions of these 6 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and State income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. **Exclusivity:** The Corporation is organized exclusively for charitable and educational purposes.

3. **No Private Inurement:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
4. **Lobbying and Political Campaigns:** 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, any political campaign on behalf of any candidate for public office.
5. **Dissolution:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c) (3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located upon petition thereof by the Attorney General or by any person concerned in the liquidation.
6. **"Private Foundation" Provisions:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code of the following provisions apply:
  - a. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - b. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - c. The Corporation will not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- d. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e. The Corporation will not make any taxable expenditure as defined in section 4945 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

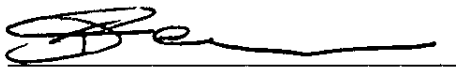
**INDEMNIFICATION:**

Any person (and the 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 his 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.

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**EXECUTION**

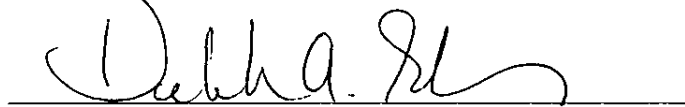
These Articles of Incorporation are hereby executed by the incorporator on this 22<sup>nd</sup> day of December, 2008.

  
Donna Karrar

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Donna Karrar who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

22<sup>nd</sup> WITNESS my hand and official seal in the County and State last aforesaid this day of December, 2008.

  
NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires: 09/17/2011

NOTARY PUBLIC-STATE OF FLORIDA  
Deborah A. Elem  
Commission #DD713962  
Expires: SEP. 17, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

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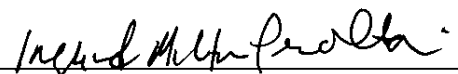
Jacksonville Florida Association of Housing Counselors and Agencies, Inc.  
CERTIFICATE OF DESIGNATION  
(Name Corporation of)

Pursuant to Florida Status Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, organized under the laws of the State of Florida with its  
Registered office as indicated in the Articles of Incorporation

At 1284 W. 20<sup>th</sup> Street  
Jacksonville, Florida 32209-4302

has named Ingrid Milton Peralta  
located at the aforesaid address, as its registered agent to accept service of process within  
this state (FLORIDA).

Having been named as registered agent and to accept service for the above stated  
corporation at the place designated in this certificate, I hereby accept the appointment as  
registered agent and agree to act in this capacity, I further agree to comply with the  
provisions of all statutes relating to the proper and complete performance of my duties,  
and I am familiar with and accept the obligations of my position as registered agent.

  
Ingrid Milton Peralta  
Registered Agent

12/22/08  
(Date)

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