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To: The Florida Dept. of State
Subject: 000150.9835
From: Ashley Smith
Tuesday, January 20, 2009, 11:16 AM
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Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6381
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FLORIDA PROFIT/NON PROFIT CORPORATION

URBAN HOUSING COUNCIL, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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H09000012879 3

**ARTICLES OF INCORPORATION
OF
URBAN HOUSING COUNCIL, INC.**
(A Florida Corporation Not for Profit)

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TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of this corporation is URBAN HOUSING COUNCIL, INC. (hereinafter called the "Corporation").

ARTICLE II
Principal Place of Business and Mailing Address

The address of the principal office of the Corporation shall be 315 S. Biscayne, Miami, Florida 33131.

ARTICLE III
Purpose

The Corporation is organized and shall be operated exclusively as business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law) ("Code"). The Corporation's exclusive purpose shall be to promote the common interests of business enterprises active in the holding, development, construction, financing, marketing, sale, leasing and other related businesses and activities involving residential and mixed-use housing developments, including production or sharing of non-proprietary data and information relating to the economy, real estate and credit markets, employment, investment structures, legal and accounting matters affecting their business, environmental matters, governmental and regulatory affairs, promoting urban renewal and facilitating potential purchaser and lessee access to urban properties (and credit markets for financing procurements thereof), property security and public safety, and other topics of general interest to the Corporation's members. The Corporation has not been organized and shall not be for the benefit of any particular member or other person. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Code Section 501(c)(6), or the corresponding provision of any future United States internal revenue law.

ARTICLE IV
Manner of Election of Directors

The activities and affairs of the Corporation shall be managed by a Board of Directors (hereinafter called the "Directors" and collectively as the "Board"). The number and method of election of the Directors of the Corporation who shall serve following the terms of the initial Directors of the Corporation shall be as set forth in the Bylaws of the Corporation, but in no case shall the Corporation have less than three (3) Directors.

H09000012879 3

H09000012879 3

ARTICLE V
Initial Registered Agent and Street Address

The street address of the Company's initial registered office is 515 E. Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator is Gregory M. Marks, Esq., c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131 (the "Incorporator"). The powers of the Incorporator are to terminate upon filing of the Articles of Incorporation. All necessary expenses incurred by the Incorporator in creating the Corporation shall be reimbursable by the Corporation to the Incorporator.

ARTICLE VII
Membership

The eligibility requirements and other qualifications of members of the Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues and assessments and the method of collection, the termination and transfer of membership, and other matters applicable to the Corporation's members, shall be as stated in the Bylaws of the Corporation, as may be amended from time to time.

ARTICLE VIII
Duration of Corporation

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IX
Amendment of Articles

These Articles of Incorporation shall be amended and/or restated only by an action of a majority of the members of the Board of Directors of the Corporation.

ARTICLE X
Amendment of Bylaws

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a majority of the members of the Board of Directors of the

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Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XI
Liability of Directors

Directors of the Corporation shall not be liable to the Corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the Director derived an improper personal benefit.

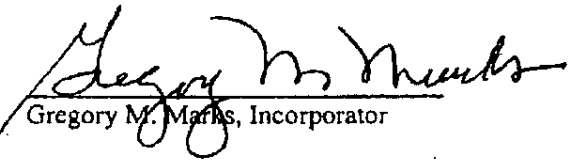
ARTICLE XII
Operation

The Corporation is organized and operated exclusively for exempt purposes within the meaning of Code Section 501(c)(6). No part of the Corporation's net earnings will benefit any particular member or other person.

ARTICLE XIII
Dissolution

Upon dissolution of the Corporation, the assets of the Corporation shall be distributed exclusively for the common business interests of its members or to organizations which are exempt from federal income tax under Code Section 501(c)(6) or corresponding provisions of any subsequent federal tax laws.

I, **THE UNDERSIGNED**, being the Incorporator hereinbefore named, for the purpose of forming a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, do make this certificate, hereby declaring, and certifying that the facts herein stated are true on this 12th day of January, 2009.


Gregory M. Marks, Incorporator

H09000012879 3

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H09000012879 3

12879 3

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for URBAN HOUSING COUNCIL, INC., at the place designated in the Articles of Incorporation of such Corporation, 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.

Date: January 20, 2009

CORPDIRECT AGENTS, INC.

By: Katie Wonsch
Name: Katie Wonsch
Title: Assistant Secretary

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