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## FLORIDA PROFIT/NON PROFIT CORPORATION

## EHD0C FRASER TOWERS CHARITABLE CORP.

Certificate of Status	1
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
EHD OC FRASER TOWERS CHARITABLE CORP.**

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I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I**

**NAME**

The name of this corporation is EHD OC Fraser Towers Charitable Corp. (the "Corporation").

**ARTICLE II**

**ADDRESS**

The address of the principal office and the mailing address of the Corporation is 1580 Sawgrass Corporate Parkway, Suite 210, Ft. Lauderdale, FL 33323-2869.

**ARTICLE III**

**PURPOSE**

This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes and to make gifts, grants, loans and subsidies to other charitable and/or education organizations described in Section 501(c)(3) of the Internal Revenue Code; such purpose shall include, but not be limited to the provisions of affordable housing to very low-income, low income and moderate income person. The purposes of the corporation shall, however, be limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes, the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

#### ARTICLE IV

##### POWERS

The corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

#### ARTICLE V

##### TERM OF EXISTENCE

The corporation is to exist perpetually.

#### ARTICLE VI

##### SUBSCRIBER

The name and address of the subscriber to these Articles are as follows:

Richard E. Deutch, Jr.  
150 West Flagler St., Suite 2200  
Miami, Florida 33130

#### ARTICLE VII

##### BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of seven (7) persons. The Board of Directors shall be appointed as provided in the bylaws of the Corporation. Following are names and addresses of the persons who serve as the members of the initial Board of Directors of the Corporation for a term of one (1) year and until their successors are duly elected:

Morton Bahr  
2737 Devonshire Place, NW  
Unit #220  
Washington, D.C. 20008

Steve Protulis  
12536 NW 58<sup>th</sup> Manor  
Coral Springs, FL 33076

Maria C. Cordone  
9000 Machinists Place  
Upper Marlboro, MD 20772

Susan L. Phillips  
716 Erie Avenue  
Takoma Park, MD 20912

Heather Lee Blackwell  
1817 Sixth Street SE  
Winter Haven, FL 33880

Tony Fransetta  
12773 W. Forest Hill Blvd.  
Suite 211  
Wellington, FL 33414

Tom Snover  
1900 Havendale Blvd.  
Winter Haven, FL 33881

The number of directors which constitute the Board of Directors may be increased or decreased as provided in the bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

#### ARTICLE VIII

#### AMENDMENT

These Articles of Incorporation may be amended by a vote of the members present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

#### ARTICLE IX

#### NO PERSONAL LIABILITY

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

**ARTICLE X**

**REGISTERED OFFICE**

The name and address of the initial registered office and the initial registered agent of the Corporation are:

CT Corporation System  
1200 S. Pine Island Road  
Plantation, Florida 33324

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11 day of June, 2009.

  
\_\_\_\_\_  
Richard E. Deutch, Jr., Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That EHDOC Fraser Towers Charitable Corp., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Ft. Lauderdale, County of Broward, State of Florida, has named CT Corporation System, located at 1200 S. Pine Island Road, Plantation, Florida 33324, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
REGISTERED AGENT

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**Madonna Cuddihy**  
**Special Assistant Secretary**

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