

N09000009722

Brady + Brady, P.A.

(Requestor's Name)

Attn: Frank Brady, Esq.

(Address)

350 W. Camino Gardens Blvd

(Address)

#300

Boca Raton, FL 33432

(City/State/Zip/Phone #)

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(Business Entity Name)

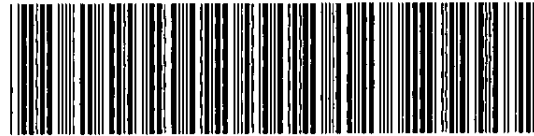
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09 AUG 18 AM 11:04
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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
10/6

209-37521



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 19, 2009

CAPITAL CONNECTION, INC.
ATTN: CHRISTINA
WALK-IN

SUBJECT: HP DEVELOPMENT CORPORATION
Ref. Number: W09000037521

We have received your document for HP DEVELOPMENT CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 009A00028141

Brady & Brady, P.A.

Attorneys at Law

350 W. Camino Gardens Blvd., Suite 300
Boca Raton, FL 33432

Frank R. Brady*
Jeanne C. Brady

*Also Admitted to New Jersey Bar

Phone: (561) 338-9256
Fax: (561) 338-5824

September 30, 2009

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Document #W09000037521

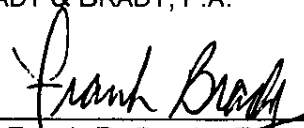
Gentlemen,

Enclosed are the corrected articles of incorporation of HPI Development Corporation, which was initially submitted by Capital Connection on August 18, 2009 and rejected due to having too close a name with an existing entity ("HP Development Company"). Our check in payment of the filing fee, registered agent fee and certified copy fee was tendered with the initial submission. Please return a certified copy to me at your earliest convenience. A return addressed, postage prepaid envelope is enclosed for your convenience in returning the certified copy.

Thank you for your attention to this request.

Very truly yours,
BRADY & BRADY, P.A.

By:


Frank R. Brady, Esq.

FRB/nb
encl.

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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION OF HPI DEVELOPMENT CORPORATION
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of §§ 617.0202 et seq., Florida Statutes the undersigned, being the incorporators of HPI DEVELOPMENT Corporation (the "Corporation") do hereby execute, on behalf of the Corporation, the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is HPI DEVELOPMENT CORPORATION. The corporation is organized and incorporated under the Florida Not For Profit Act, § 617.001 et seq., Florida Statutes, as a charitable organization the net earnings of which are devoted exclusively to charitable, scientific, educational, literary and fraternal purposes.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

§3.01 The corporation may transact any and all lawful business for which corporations authorized to engage in charitable, scientific, educational, literary and fraternal purposes may be incorporated under the Florida Not For Profit Act and the Florida General Corporation Act. The corporation is organized as a non-profit, charitable organization and its exempt purposes include the following:

- A) any and all purposes permissible under Rev. Proc. 96-32, 1996-1 C.B. 717 and the fostering of low-income housing. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for the purposes permissible under Rev. Proc. 96-32, 1996-1 C.B. 717.
- B) to promote, facilitate, develop and finance the creation of affordable housing for sale or rent in the State of Florida. It shall serve as a catalyst for community action, a conduit for funds and an advocate for people who desire better and affordable housing but who are not organized for such purposes. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for the foregoing purposes, including the coordination of the delivery of social services at its residential rental properties under its "Campus for Living" program. In order to facilitate the ends and purposes described in paragraphs C and D of this Article IV, the corporation may elect to

obtain the following certifications:

- a "community development corporation" pursuant to section 290.033(2), Florida Statutes;
- a "local development corporation" as defined in the Community Block Grant regulations contained in Title 24 C.F.R. §570.204(C)(3);
- a conduit for Small Business Administration funds pursuant to section 301(d) of the Small Business Investment Act of 1958, as amended;
- a "community housing development organization" pursuant to the Home Investments Partnership Program.

C) to make available mental health services for children and families within the State of Florida, with a primary focus on children's services, provide early childhood mental health services through the Parent Child Center

§ 3.02 The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation.

§3.03 This corporation is created as a "subordinate organization" that is owned or controlled by a "central organization" (as each such term is defined in Rev. Proc. 80-27, 1980-1 C.B. 677) and is intended to comply in all material respects with §501(c)(3) of the Internal Revenue Code of 1986, Rev. Proc. 80-27 and all applicable Federal Income Tax Regulations.

ARTICLE FOUR

§4.01 The corporation shall be organized on a non-stock basis pursuant to § 617.0505, Fla. Stat. The corporation shall not have members. The powers of this Corporation shall be exercised, its properties controlled and its affairs managed, by a board of directors consisting of not less than three (3) persons. The names and addresses of the initial Board of Directors are: Patrick McNamara, 2001 W. Blue Heron Blvd., Riviera Beach, FL 33404; William E. Finley, 3 Beachway North, Ocean Ridge, FL 33435; and Gregory Demetriades, 606 Upland Road, West Palm Beach, FL 33401

§4.02 Any action required or permitted to be taken by the members of a corporation under any provision of law shall be taken by the Board of Directors, and may be taken without a meeting or notice thereof if all persons then serving on the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors of the Corporation, and any such written action shall have the same force and effect as if taken upon a vote of the board of directors at a regular or special meeting thereof. Any certificate or other

document filed under any provision of law which relates to action taken as provided in this paragraph shall state that the action was taken by unanimous written consent of the board of directors of the Corporation without a meeting and that these Articles of Incorporation and the bylaws of the Corporation authorize the members to so act. Such a statement shall be prima facia evidence of such authority.

ARTICLE FIVE

§5.01 The mailing address of the principal corporate office of the corporation is 2001 W. Blue Heron Blvd., Riviera Beach, Florida 33404

§5.02 The name and street address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Patrick McNamara, c/o Housing Partnership, Inc., 2001 Blue Heron Blvd., Riviera Palm Beach, FL 33404.

ARTICLE SIX

§6.01 The name and address of the incorporator of this corporation are: Patrick McNamara, c/o Housing Partnership, Inc., 2001 Blue Heron Blvd., Riviera Palm Beach, FL 33404

§6.02 Said incorporator is over the age of eighteen (18) years, sui juris and citizens of the United States and Florida.

ARTICLE SEVEN

§7.01 The powers of this Corporation shall be exercised, its properties controlled and its affairs managed, by a board of directors consisting of not less than three (3) persons. The incorporators shall manage the affairs of the Corporation until the organizational meeting of the Corporation, at which time an election of directors shall be held in the manner prescribed by the Corporation's bylaws. The Bylaws may provide for such increase or change, from time to time, in number thereof as is authorized by law.

§7.02 The Board of Directors shall elect officers of the Corporation to the offices specified in the bylaws, which officers shall have the powers and duties set forth in the bylaws. Initially, such officers shall be elected at the first annual meeting of directors and shall serve until their successors in office are elected and qualify.

ARTICLE EIGHT

§8.01 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or in behalf of the Corporation.

§8.02 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization described in either §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or §501(c)(10) of the Code and exempt from federal income taxation under §501(a) of the Code (such an organization hereinafter referred to as an "Exempt Organization").

§8.03 The property of this Corporation, whether tangible or intangible, real or personal, is hereby dedicated exclusively to charitable, educational, literary, scientific and fraternal purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any other private individual.

§8.04 Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to the Central Organization or such other organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, literary or fraternal purposes as shall qualify as an Exempt Organization, as the Board of Directors may determine in its discretion. Any assets of the Corporation not so disposed of shall be disposed of by any court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations organized and operated exclusively for such purposes as such court shall determine.

ARTICLE NINE

§9.01 The qualification for membership on the Corporation's board of directors, serving as an officer and the manner of their admission shall be regulated by the bylaws of this Corporation.

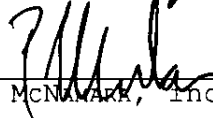
§9.02 Amendments to these Articles of Incorporation may be proposed by resolution of the directors adopted at a duly called meeting thereof or as otherwise provided by law; provided, however, that the right to approve any such amendments is reserved to the Central Organization.

§9.03 The bylaws of the Corporation may be altered, rescinded, added to or amended, and new bylaws may be adopted, by following the procedures therefor specified in the bylaws of the Corporation.

ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes §607.0203.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, has hereunto set his hand in the name and on behalf of the Corporation this 25 day of September, 2009.



PATRICK MCNAMARA, Incorporator

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09 OCT -5 PM 3:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED

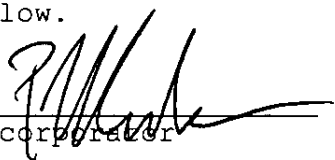
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Certificate Designating Place of Business
Domicile for the Service of Process Within This State and
Naming Agent Upon Whom Process May be Served.

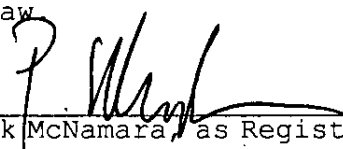
The following is submitted, in compliance with,
Florida Statutes:

HPI DEVELOPMENT Corporation is a non-profit corporation organized under the laws of the State of Florida, with its principal office located at 2001 Blue Heron Blvd., 3rd Floor, Riviera Beach, County of Palm Beach, State of Florida 33404-5003, and has named Patrick McNamara as agent to accept service of process within this State at the office specified in his acceptance below.


Incorporator

ACCEPTANCE:

I hereby agree, as Registered Agent of HPI DEVELOPMENT Corporation to accept Service of Process; to keep my office at 2001 Blue Heron Blvd., 3rd Floor, Riviera Beach, Florida 33404-5003 open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in said office as required by law.


Patrick McNamara, as Registered Agent