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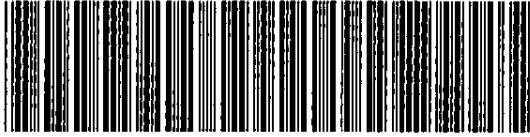
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JAN - 8 PM 3:48

W09-54885

B McKnight JAN 11 2010

COVER LETTER

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

SUBJECT: Community Housing Development of Florida Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Carol Gardner
Name (Printed or typed)

675 NW 56th Street, Building C
Address

Miami, Florida 33127
City, State & Zip

305-757-3737
Daytime Telephone number

TEDCMIAMI@aol.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 18, 2009

CAROL GARDNER
675 NW 56TH STREET BUILDING C
MIAMI, FL 33127

SUBJECT: COMMUNITY HOUSING DEVELOPMENT OF FLORIDA INC.
Ref. Number: W09000054885

We have received your document for COMMUNITY HOUSING DEVELOPMENT OF FLORIDA INC. and your check(s) totaling \$87.50. 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.

An effective date may be added to the Articles of Incorporation **if a 2010 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 909A00038567

ARTICLES OF INCORPORATION
OF
TACOLCY NEIGHBORHOOD INVESTMENT CORPORATION

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
10 JAN - 8 PM 3:48

We, the undersigned, the purpose of forming a corporation not for profit accordance with the laws of the State of Florida acknowledge and file these Articles of Incorporation in the office of the Secretary of State of the State of Florida:

ARTICLE I -- NAME

The name of this corporation shall be **TACOLCY NEIGHBORHOOD INVESTMENT CORPORATION**. For convenience, the corporation shall be referred to herein as the "Corporation."

ARTICLE II --PURPOSES AND POWERS

Section 1. Purposes.

This Corporation is organized and shall be operated as a corporation not for profit exclusively for charitable and educational purposes, including for such purposes but not limited to:

(a) Engaging in activities to revitalize distressed and difficult to develop neighborhoods and alleviate economic blight affecting low income communities of Florida by:

- (i) Directly and indirectly providing, developing, fostering and maintaining affordable housing opportunities to very low, low and moderate income families;
- (ii) Providing and maintaining educational programs that promote academic achievement for youth residing in affordable housing

communities;

- (iii) Assisting businesses located in and adjacent to economically distressed neighborhoods which will hire and train disadvantaged individuals residing in low income and other difficult to develop communities
- (b) Engaging in other charitable and educational programs in furtherance of the above purposes, including making distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code (herein referred to as the "Code").

Section 2. Powers.

(a) The Corporation's purposes, as herein stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify for and maintain its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Sections 509(a)(1) or (2) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. To this end, the Corporation shall have all powers generally granted to not for profit corporations under Florida law, including but not limited to the following:

- (i) to own, acquire, convey, exchange, lease, mortgage, encumber , transfer upon trust or otherwise dispose of, al property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures; and to secure the

- payment of performance of its obligations;
- (ii) to receive property by gift, devise or bequest, subject to the laws regulating the transfer of property by gift or will, and otherwise to acquire and hold all property, real and personal, including shares of stock, bonds and securities of other corporations;
 - (iii) to enter into contracts and joint ventures with any person, firm, association, corporation, municipality, county, state, nation or other body politic or with a colony, dependency or agency of any of the foregoing;
 - (iv) to organize subsidiary or affiliated organizations;
 - (v) to perform every act necessary or proper for the accomplishment of the objects and purposes of the Corporation or for the protection and benefit of the Corporation.
- (b) Notwithstanding any powers granted to the Corporation by these Articles, the Bylaws of the Corporation or laws of the State of Florida, the following limitations of powers shall apply and be paramount:
- (i) no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay compensation in a reasonable amount for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article THIRD;
 - (ii) the Corporation shall not carry on propaganda or otherwise

attempt to influence legislation to such an extent as would result in the loss of its exemption from federal income tax under Section 501 (c)(3) of the code;

- (iii) the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;
- (iv) notwithstanding any other provisions contained herein, the Corporation shall conduct or carry on any activities which are prohibited to an organization exempt under Section 501 (c)(3) of the Code, or by an organization to which contributions are deductible under Section 170 (c)(2) of the Code;
- (v) upon dissolution of the Corporation or a winding up of the Corporation's affairs, the assets of the Corporation shall be distributed exclusively for charitable or educational purposes to such "qualified" organization or organizations as the Board of Directors may determine, preferably to the Belafonte Tacolcy Center, Incorporated, a Florida corporation not for profit, if it is a qualified organization at the time of such distribution. An organization shall be deemed to be "qualified" for the purposes stated herein only if at the time of distribution to it of such assets it is operated exclusively for the purposes described in Section 170 (c)(2)(B) of the Code and is described in Section 501 (c)(3) of the Code. Any of such assets not so distributed shall be distributed by the circuit court of the county in which the principal office of the Corporation is then located,

exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine.

ARTICLE III -- MEMBERS

- (a) The initial members of the Corporation shall be the Directors of the Corporation.
- (b) Each member of the Corporation shall have one (1) vote.
- (c) The members of the Corporation may elect additional members, who shall be individuals who subscribe to the Corporation's purposes as set forth herein. Additional members shall be elected by a majority vote of the members.

ARTICLE IV -- EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V -- DELETED

ARTICLE VI -- DIRECTORS

- (a) The affairs and property of the Corporation shall be managed and governed by the Board of Directors composed of not less than three (3) nor more than fifteen (15) persons. The first Board of Directors shall have five (5) members. In the future the number of Directors shall be determined from time to time in accordance with the provisions of the Corporation's Bylaws.
- (b) Members of the Board of Directors to be elected, their qualifications, the manner of their election and their respective terms shall be as set

forth in Corporation's Bylaws.

- (c) The number of Directors to be elected, their qualifications, the manner of their election and their respective terms shall be as set forth in the Corporation's Bylaws.

ARTICLE VII -- OFFICERS

- (a) All officers of the Corporation shall be elected by the Board of Directors, in accordance with the Bylaws, at the regular annual meeting of the Board of Directors. At such regular meeting, the Board of Directors shall elect from among the members any additional officers, consistent with the Corporation's Bylaws, as it shall deem desirable.
- (b) Subject to the direction of the Board of Directors, the affairs of the Corporation shall be administered by the officers of the Corporation, who shall serve at its pleasure. The names and addresses of the officers who shall serve until the first election of officers is held pursuant to the provisions of the Bylaws are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Moses Florence,	Chairman	675 NW 56 th Street, Bldg C., Miami, FL 33127
Cheryl Nemrod,	Secretary	675 NW 56 th Street, Bldg C., Miami, FL 33127
Luce Lohier,	Treasurer	675 NW 56 th Street, Bldg C., Miami, FL 33127
Samuel K. Johnson,	Director	675 NW 56 th Street, Bldg C., Miami, FL 33127
Tangie White,	Director	675 NW 56 th Street, Bldg C., Miami, FL 3327

ARTICLE VIII -- INITIAL BOARD OF DIRECTORS

The following persons shall constitute the initial Board of Directors of the Corporation, and they shall hold office in accordance with the Corporation's Bylaws:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Moses Florence,	Chairman	675 NW 56 th Street, Bldg C., Miami, FL 33127
Cheryl Nemrod,	Secretary	675 NW 56 th Street, Bldg C., Miami, FL 33127
Luce Lohier,	Treasurer	675 NW 56 th Street, Bldg C., Miami, FL 33127
Samuel K. Johnson,	Director	675 NW 56 th Street, Bldg C., Miami, FL 33127
Tangie White,	Director	675 NW 56 th Street, Bldg C., Miami, FL 3327

ARTICLE IX -- BYLAWS

The Bylaws of the Corporation shall be adopted by the first Board of Directors, which Bylaws may be altered, amended or rescinded in accordance with the Bylaws at any duly called meeting of the Board of Directors of the Corporation.

ARTICLE X -- AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation shall be made by a majority of the Board of Directors or by a majority of the voting members. Such proposals shall set forth the proposed alternation, amendment or rescission, shall be in writing, shall be filed with the Secretary of the Corporation by the Board of Directors or by a majority of the voting members, and shall be delivered to the President, who shall thereupon call a special meeting of the Corporation not less than ten (10) days nor more than sixty (60) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided by the Bylaws. An affirmative vote of a majority of the members of the Corporation shall be required for adoption of the requested alteration, amendment or rescission.

ARTICLE XI -- INDEMNIFICATION

The Corporation shall indemnify any person against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceeding or any settlement thereof, to which he may be a party, or in which he may be a party, or in which he may become involved by reason of his being or having been a director, officer, employee or agent of the Corporation, or serving or having served at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, at the time such expenses were

incurred, except in such cases wherein such director, officer, employee or agent is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement, the aforesaid right of indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to, a not exclusive of, all other rights to which such director, officer, employee or agent may be entitled. The Board of Directors may purchase liability insurance to insure all directors, officers, employees or agents, past or present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Corporation.

ARTICLE XII -- PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at **675 NW 56th Street, Bldg. C, Miami, Florida 33127**. The Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XIII – REGISTERD AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent of the Corporation is **Carol Gardner, 675 NW 56th Street, Bldg. C., Miami, FL 33127.**

ARTICLE XIII – INCORPORATOR

The name and address of the Incorporator is be Carol Gardner, 675 NW 56th Street, Bldg. C., Miami, FL 33127.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

<u>Carol Gardner</u>	<u>1/5/10</u>
Signature/Registered Agent	Date
<u>Carol Gardner</u>	<u>1/5/10</u>
Signature/Incorporator	Date

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