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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Habitat for Humanity of South Palm Beach County Comm**

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**ARTICLES OF INCORPORATION  
OF  
HABITAT FOR HUMANITY OF SOUTH PALM BEACH COUNTY  
COMMUNITY HOUSING AND LAND TRUST, INC.  
(a Florida Corporation Not For Profit)**

**ARTICLE I - NAME**

The name of the Corporation shall be "HABITAT FOR HUMANITY OF SOUTH PALM BEACH COUNTY COMMUNITY HOUSING AND LAND TRUST, INC." (hereinafter referred to as the "Corporation").

**ARTICLE II - CORPORATE NATURE**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

**ARTICLE III - ADDRESS OF PRINCIPAL OFFICE**

The street address of the initial principal office and the mailing address of the Corporation is 181 SE 5th Avenue, Delray Beach, Florida 33483.

**ARTICLE IV - PURPOSES**

A. The purposes of the Corporation are to receive and administer money and property for religious, charitable, scientific, educational, and literary purposes within the meaning of §501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that are exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation is organized and shall operate exclusively for such purposes. References in these Articles to the "Code" are to Sections of the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

B. Except as expressly provided herein or in the Bylaws of the Corporation, the Corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in Florida Statute Chapter 617 *et seq.*

### ARTICLE V - POWERS

The Corporation shall have the power to: (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds by any legal means for the encouragement of its purposes, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

### ARTICLE VI - LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. 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 (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an organization exempt under Section 501(c)(3) of Code, or (b) an organization, contributions to which are deductible under Section 170 (c)(2) of the Code.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Code, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code.

RM.7169356:3

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE VII - DISTRIBUTIONS OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or amongst any members or directors of the Corporation, but after making provision for the payment of all of the just debts and liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of in accordance with the foregoing provisions shall be distributed by order of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organization or organizations, as such court shall determine, that are organized and operated exclusively for exempt purposes.

#### ARTICLE VIII - MEMBERSHIP

The Membership of the Corporation with full voting rights, in accordance with the Bylaws, shall be comprised of: (i) the "Lessee Members," who are all persons who lease land or housing from the Corporation or who lease or own housing located on land leased by another entity from the Corporation; and (ii) the "General Members," who are all other persons who qualify as Regular Members under the Bylaws.

#### ARTICLE IX - MANAGEMENT

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided in the Bylaws of the Corporation, but the Board of Directors shall at all times consist of three (3) or more members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

#### ARTICLE X - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
(1) Peter Blacklock	4855 N. Technology Way, Suite 630 Boca Raton, FL 33431

RM.7169358.3

(2) Michael Campbell

181 S.E. 5th Avenue  
Delray Beach, FL 33483

(3) Mike Owen

2301 Glades Rd  
Boca Raton, FL, 33431

**ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is Michael Campbell, and the street address of the Corporation's initial registered agent is 181 SE 5th Avenue, Delray Beach, FL 33483.

**ARTICLE XII - INCORPORATOR**

The name and address of the incorporator of the Corporation is: Michael Campbell, 181 SE 5th Avenue, Delray Beach, FL 33483.

**ARTICLE XIII - CONTRIBUTIONS**

The Corporation may solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

The undersigned executes these Articles of Incorporation of the HABITAT FOR HUMANITY OF SOUTH PALM BEACH COUNTY COMMUNITY HOUSING AND LAND TRUST, INC. this 10 day of Apr. 1, 2010.

  
\_\_\_\_\_  
Michael Campbell, Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
HABITAT FOR HUMANITY OF SOUTH PALM BEACH COUNTY  
COMMUNITY HOUSING AND LAND TRUST, INC.**

I, Michael Campbell, having been named as registered agent to accept service of process for HABITAT FOR HUMANITY OF SOUTH PALM BEACH COUNTY COMMUNITY HOUSING AND LAND TRUST, INC., a Florida Corporation Not for Profit, at the place designated in the foregoing Articles of Incorporation, hereby accept the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
**MICHAEL CAMPBELL**  
Registered Agent

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