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(Requestor's Name)

(Address)

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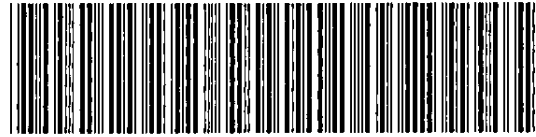
(Business Entity Name)

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10 AUG 10 PM 12:04

APPROVED
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10 AUG 10 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

DGN III, INC.

Signature _____

Requested by: SETH

08/10/10 11:00

Name

Date

Time

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ✓ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

APPROVED
AND
FILED

ARTICLES OF INCORPORATION

10 AUG 10 AM 9:05

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DGN III, INC.

A NON-PROFIT CORPORATION

ARTICLE I
NAME

The name of this corporation is **DGN III, INC.** (hereinafter referred to as "the Corporation").

ARTICLE II
DURATION

The corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is:

5200 N.E. 2nd Avenue
Miami, FL 33137; and

the name and address of the initial registered agent of this corporation is:

JOSEPH A. DIVITO, ESQ
DIVITO & HIGHAM, P.A.
4514 Central Avenue
St. Petersburg, FL 33711.

ARTICLE IV
PURPOSE

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing, the Corporation shall have the single purpose to construct a low-income housing facility located in the City of Pembroke Pines, Florida under Section 202 of the Housing Act of 1959, as amended, and to provide services specially designed to meet their physical, social environment, economic and psychological needs, and to promote their health, security, happiness, and usefulness in longer living. The charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

- (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE V **POWERS**

The Corporation is empowered to exercise the powers permitted non-profit corporations under Chapter 617 and the Florida Statutes including:

- (a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.
- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.
- (d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article IV(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI
MEMBERS

Membership in the Corporation shall, at all times, be limited to individuals who are the Directors of MIAMI JEWISH HOME AND HOSPITAL FOR THE AGED, INC., or such other individuals as elected by the Membership. In the event that a member ceases to be a Director of MIAMI JEWISH HOME AND HOSPITAL FOR THE AGED, INC., then this shall constitute automatic resignation as a member of the Corporation.

ARTICLE VII

OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than seven (7) nor more than fifteen (15) in number who shall be elected by the members of the Corporation at the Annual Meeting. The names and post office addresses of the persons who shall serve as initial Directors until their successors are duly qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HAROLD BECK	700 Coral Way, Apt. 11 Coral Gables, FL 33134
ROBERT D. BECKER	13130 SW 19 th Drive Miramar, FL 33027
FERDINAND DEBERARDINIS	5160 NW 49 th Avenue Coconut Creek, FL 33073
DR. RITA GUGEL	5200 NE 2 nd Avenue Miami, FL 33137
ALFRED J. KATZIN	13215 Lakeside Terrace Cooper City, FL 33330
BARBARA L. LEE	705 SW 88 th Avenue Pembroke Pines, FL 33025
CARL SHECHTER	9500 N. Hollybrook Lake Drive Building #5, Apartment 301 Pembroke Pines, FL 33025

The officers of the Corporation as provided by the By-Laws of the Corporation shall be elected by the Directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one (1) year. The Secretary and Treasurer may be one and the same.

Directors shall serve without compensation.

**ARTICLE VIII
INCORPORATORS**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

NAME

ADDRESS

ALFRED J. KATZIN

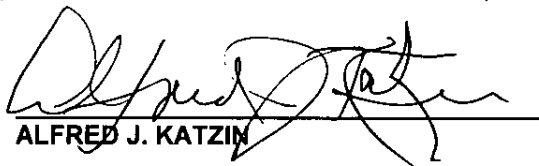
13215 Lakeside Terrace
Cooper City, FL 33330

**ARTICLE IX
AMENDMENTS**

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, or the Regulatory Agreement and Use Agreement, in favor of the Secretary of Housing and Urban Development remains in effect, these Articles of Incorporation may not be amended without the prior written approval of said Secretary. Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 6 day of AUGUST, 2010.

NOTARY PUBLIC-STATE OF FLORIDA
Carol S. Conway
Commission #DD914893
Expires: AUG. 09, 2013
BONDED THRU ATLANTIC BONDING CO., INC.

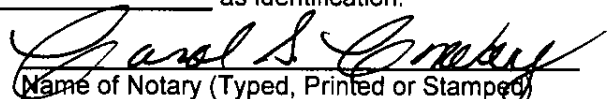

ALFRED J. KATZIN

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6 day of AUGUST, 2010, by ALFRED J. KATZIN. Such person did not take and oath and:
(notary must check applicable box)

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced _____ as identification.


(Name of Notary (Typed, Printed or Stamped))

Commission No. _____

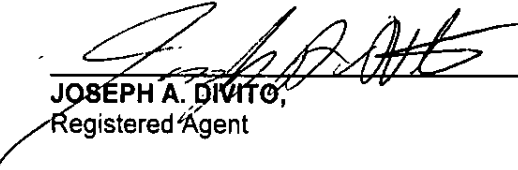
(if not legible on seal)

My Commission expires: AUG 9, 2013

ACCEPTANCE BY DESIGNATED REGISTERED AGENT

DGN III, INC., having designated JOSEPH A. DIVITO, ESQ. as its Registered Agent and whose address is 4514 Central Avenue, St. Petersburg, FL 33711, having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Dated this 9th day of August, 2010.


JOSEPH A. DIVITO,
Registered Agent

APPROVED
AND
FILED
10 AUG 10 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA