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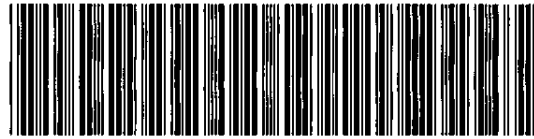
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CAPITAL CONNECTION, INC.

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

BLESSED POPE JOHN XXIII HOUSING,

INC

FILED

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SECRETARY OF STATE
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- ☒ 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 _____

Signature _____

Requested by: BA

8/11

AM

Name

Date

Time

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
BLESSED POPE JOHN XXIII HOUSING, INC.,
A NON-PROFIT CORPORATION

ARTICLE I
NAME

The name of this corporation is **BLESSED POPE JOHN XXIII HOUSING, 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:

1000 Pinebrook Road
Venice, Florida 34285; and

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

JOSEPH A. DIVITO, ESQUIRE
DiVito & Higham, P.A.
4514 Central Avenue
St. Petersburg, Florida 33711.

ARTICLE IV
PURPOSE

Section 1. 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 Ft. Myers, 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 Corporations 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 AND BOARD OF DIRECTORS

Membership in the Corporation shall, at all times, be limited to individuals appointed to membership by the Bishop of the Catholic Diocese having jurisdiction of Lee County, Florida. In the event that the aforesaid appointment by such Bishop is withdrawn, then this shall constitute automatic resignation as a member and director of the Corporation.

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 for a perpetual term or such term as the Board may determine. The Directors of the Corporation must, at all times, be members of the Corporation. No non-member of the Corporation may sit as a Director.

ARTICLE VII
DIRECTORS

The names of the directors and post office addresses of the persons who shall serve as Directors until their successors are duly qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Volodymyr Smeryk	1000 Pinebrook Road Venice, FL 34285
Rev. Robert D. Tabbert	13060 Palomino Lane Ft. Myers, FL 33912
Brad Watson	1000 Pinebrook Road Venice, FL 34285
Holly Atkins	13060 Palomino Lane Fort Myers, FL 33912
Anthony J. Gargano	2240 West First Street, Suite 105 Fort Myers, FL 33901
Anthony Gravette	13700 Hickory Run Lane Fort Myers, FL 33912
Joseph Janoschka	9802 Blue Stone Circle Fort Myers, FL 33913
Michael Leannah	14619 Eagles Lookout Court Fort Myers, FL 33912
Kristin Lyons	2310 S.E. 19 th Avenue Cape Coral, FL 33990
Norman Sanders	12441 Villagio Way Fort Myers, FL 33912

Directors shall serve without compensation.

ARTICLE VIII
OFFICERS

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 Secretary and Treasurer may be one and the same.

ARTICLE IX
INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

Dr. Volodymyr Smeryk

1000 Pinebrook Road
Venice, FL 34285

ARTICLE X
AMENDMENTS

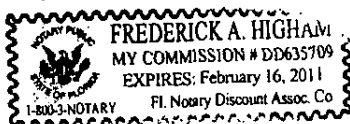
So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, or is subject to the Regulatory Agreement and Use Agreement in favor of the Secretary of Housing and Urban Development, these Articles of Incorporation may not be amended without the prior written 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.

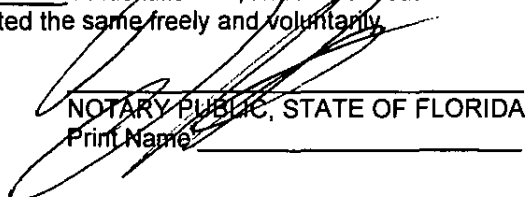
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 9th day of August, 2010.


Dr. Volodymyr Smeryk

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 9th day of August, 2010 personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Dr. Volodymyr Smeryk, who is personally known to me, or who have provided as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily.

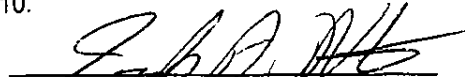



NOTARY PUBLIC, STATE OF FLORIDA
Print Name _____

ACCEPTANCE BY DESIGNATED REGISTERED AGENT

BLESSED POPE JOHN XXIII HOUSING, INC., having designated **JOSEPH A. DIVITO, ESQUIRE**, as its Registered Agent at the address located at DiVito & Higham, P.A., 4514 Central Avenue, St. Petersburg, FL 33711, and **JOSEPH A. DIVITO, ESQUIRE**, as 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 11th day of August, 2010.


JOSEPH A. DIVITO,
Registered Agent

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2010 AUG 11 P 12 09
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TALLAHASSEE, FLORIDA