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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

J. S. 2011 JUN 29 2011

COVER LETTER

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

SUBJECT: New Vision Housing Foundation, 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: James F. Caplan
Name (Printed or typed)

8895 North Military Trail, #101B
Address

Palm Beach Gardens, Florida 33410
City, State & Zip

(561) 209-7222
Daytime Telephone number

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

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

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SECRETARY OF STATE
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION
OF
NEW VISION HOUSING FOUNDATION, INC.

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the undersigned incorporator adopts and files the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be: NEW VISION HOUSING FOUNDATION, INC.
(hereinafter, "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 5910 North Ocean Boulevard, Ocean Ridge, FL 33435.

ARTICLE III - DURATION

The period of duration is perpetual.

ARTICLE IV - PURPOSES

The Corporation shall be a nonprofit corporation which shall engage in any lawful act or activity for which corporations may be organized under the provisions of Chapter 617 of Florida Statutes or successor statute. It shall be organized and operated exclusively as an organization authorized to engage in such purposes and activities as permitted by section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) ("Code") and as enumerated in Treasury Regulation §1.501(c)(3)-1(d)(2), including, but not limited to, the following purposes:

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TALLAHASSEE, FLORIDA

1) The Corporation shall be organized and operated exclusively as a charitable organization to foster, support, construct, develop, acquire, rehabilitate, manage and/or operate and provide qualified affordable housing for low income persons and families, qualified housing for mentally and physically challenged persons, and qualified housing for elderly persons within the United States, all as provided, *inter alia*, in Internal Revenue Service Revenue Rulings 70-585, 1970-2 C.B. 115; 79-18, 1979-1 C.B. 194; and 79-19, 1979-1 C.B. 195 and Internal Revenue Service Revenue Procedure 96-32 (including specifically the requirements that must be satisfied to qualify under the safe harbor or “facts and circumstances” tests thereunder) or any successor, supplemental, amending or superseding Internal Revenue Service announcement, ruling or procedure. The Corporation, further, shall be authorized to undertake activities which lessen the burdens of government and promote social welfare.

To carry out and fulfill the purposes enumerated above, the Corporation shall have the power: a) to provide aid to the poor and distressed; provide decent, safe and sanitary housing for low income persons and families, elderly and/or disabled persons; provide social services to low income persons and families; assist in the social and economic integration of the poor; combat community deterioration; and lessen neighborhood tensions; b) to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, and to sell, convey, mortgage, pledge, lease as lessor or lessee, and otherwise dispose of all or any part of its property and assets; c) to construct, purchase, sell, manage or rent homes, apartment buildings (and any units located therein) and other residence facilities including land and rights in land necessary or incident thereto; d) to sell such housing at or below cost to low income persons and families or to rent such housing with options to purchase to low income families who cannot presently afford

to purchase such housing; e) to cooperate with federal agencies and departments and the housing authorities of states, countries, cities, towns and other municipalities; f) to purchase, lease or otherwise acquire from such agencies, departments and housing authorities improved or unimproved real estate; g) to enter into contracts and agreements with such housing authorities for the development and redevelopment of real estate so acquired from such housing authorities; h) to borrow money for the development or redevelopment of land and buildings acquired for housing purposes from any source and for the improvements therein; i) to issue evidences of indebtedness in relation to mortgages, pledges, bonds or other hypothecations; j) to operate and manage any housing development or project established and in relation thereto to establish regulations for tenant selection and reasonable rentals and sales prices for any unit of such development or project; and k) to exercise all powers expressly conferred or reasonably inferred under any laws which may hereafter be enacted in relation to the purchase or improvement of housing for low-income individuals, physically and mentally challenged individuals and elderly persons.

2) to ameliorate the housing needs of minority groups by providing housing for sale or rent to minority group members with low income who are unable to obtain adequate housing due to local discrimination and to locate such low income housing in areas to help reduce racial and ethnic imbalances in the community;

3) to combat community deterioration by involving neighborhood residents in the rehabilitation of old and dilapidated houses and apartment buildings and to sell and rent such housing to low income families without relocating the residents outside their neighborhood;

4) to aid the elderly by providing residential facilities which satisfy the special physical, emotional, recreational, social, religious and similar needs of elderly persons;

5) to provide for the health care needs of elderly persons residing in such housing by directly providing health care services through duly licensed individuals or, alternatively, by maintaining a continuous relationship with health care organizations capable of maintaining the physical and mental well-being of elderly persons;

6) to provide financial security for elderly persons residing in such housing by establishing a policy of maintaining in residence persons who are unable to pay regular charges, where the services provided are at the lowest feasible cost;

7) to provide specially designed housing to aid physically challenged persons by building and operating residential facilities designed specially for physically challenged persons, thereby enabling such persons to achieve a greater degree of independence and mobility and to make daily living easier;

8) to provide for the financial security of persons residing in such facilities by establishing a policy of maintaining in residence persons who are unable to pay regular charges where the services are provided at the lowest feasible cost;

9) in furtherance of such purposes, the Corporation shall have full power and authority to accomplish the above purposes by all reasonable and practical means, including, but not limited to, the power to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of the State of Florida and to sell, convey, mortgage, pledge, lease as lessor or lessee, and otherwise dispose of all or any part of its property and assets; to construct, purchase and otherwise dispose of all or any part of its property and assets;

to construct, purchase and otherwise acquire homes, apartment buildings and other residence facilities, including cooperative and partnership interests therein, and land and rights in land necessary or incident thereto; to sell or rent such homes, apartment buildings and other residence facilities or interests therein

10) to do any lawful acts and enter into all lawful agreements that may be necessary, useful, suitable or proper to accomplish the charitable purposes of the Corporation, provided the same is permitted under Section 501(c)(3) of the Code.

The Corporation shall not engage, other than to an insubstantial degree, in activities that are not in furtherance of its purposes.

In furtherance of such purposes, the Corporation shall have full power and authority:

(A) To act as a forum for the exchange of information and materials among other organizations, institutions and members of the general public in connection with the foregoing purposes both in Internet-based formats and in other means and media;

(B) To publish, conduct, sponsor, promote and support academic and scholarly studies, publications, periodicals, lectures, seminars, meetings, conferences and discussions on matters related to the foregoing purposes;

(C) To collect and acquire books, manuscripts, periodicals, printed materials and other property (both tangible and intangible, personal and real) useful in connection with the foregoing purposes and to donate such property to universities, public libraries and other institutions and organizations or otherwise make the property so acquired available for research, study and dissemination of knowledge;

(D) To acquire or receive from any individual, firm, association, corporation, trust or foundation, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income therefor solely for the purposes hereof;

(E) To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in these articles of incorporation, or in accordance with determinations made by the Board of Directors pursuant to these articles of incorporation;

(F) To distribute property and extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified Section 501(c)(3) organizations or for their purposes;

(G) To receive and maintain a fund or funds, to invest or reinvest such fund or funds and to apply the income and principal of any funds received to promote the goals and purposes set out herein; and

(H) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these articles of incorporation, including the exercise of all other powers and authority enjoyed by nonprofit corporations generally by virtue of the provisions of the Florida Statutes (within and subject to the limitations of Section 501(c)(3) of the Code.)

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article IV and with its status as an organization described under Section 501(c)(3) of the Code or successor Code Section.

ARTICLE V - LIMITATIONS AND REQUIREMENTS

The Corporation shall not have capital stock and is neither organized nor operated for pecuniary gain or profit.

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or member of the Corporation or any other private person; but 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 as set forth in Article IV hereof.

(B) The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not participate in, nor intervene (including the publishing or distribution of statements) in 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 carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code; or

(ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE VI - BOARD OF DIRECTORS/MANNER OF ELECTION

The activities and internal affairs of the Corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be fewer than three (3). The initial directors named in Article VIII of these Articles of Incorporation shall serve until the first annual meeting of the Board of Directors or until their successors have been elected and qualified in accordance with the Bylaws. The directors shall be elected at all times thereafter by the voting members in accord with the procedure set forth in the Bylaws of the Corporation.

The directors shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a not for profit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Code.

The officers of the Corporation shall be the President, Secretary and Treasurer; provided, the Board of Directors may create additional offices. Officers may be, but need not be, directors.

ARTICLE VII - MEMBERS

The Corporation shall have one (1) class of members, known as voting members, who shall have the right to vote in the manner set forth in the Bylaws. Voting members shall be designated initially in the Bylaws adopted by the initial Board of Directors at its first meeting. Thereafter, no person may become a voting member without the written consents of two-thirds (2/3) of all voting members.

ARTICLE VIII – INITIAL DIRECTORS

The initial Board of Directors of the Corporation shall consist of three (3) persons who are to serve as the initial directors until the first annual meeting of the Board of Directors or until their successors are elected and qualified. Their names and addresses, including street and number and zip or postal code, are set forth below:

NAME

ADDRESSES

Kenneth G. Weiss

7863 Sandhill Court
West Palm Beach, FL 33412

Robert Snow

1600 SE Saint Lucie Blvd.
Unit 303
Stuart, FL 34996

Nilesh Parikh

6164 C. Durham Drive
Lake Worth, FL 33467

ARTICLE IX - DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of

the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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 X – REGISTERED OFFICE AND AGENT

The address, including street and number and zip code, of the initial registered office is 5910 North Ocean Blvd, Ocean Ridge, FL 33435 and the name of the initial registered agent of the Corporation at such address is James F. Caplan, Esq.

ARTICLE XI – INTERNAL REVENUE CODE

All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

ARTICLE XII - INCORPORATOR

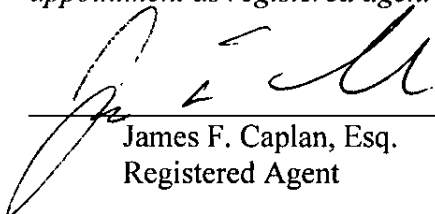
The name and address, including street and number and zip code, of the incorporator is: Kenneth G. Weiss, 7863 Sandhill Court, West Palm Beach, FL 33412.

ARTICLE XIII - AMENDMENT

The Articles of Incorporation and Bylaws of the Corporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office; provided, however, that the amendment shall not be effective unless and until it has been ratified and approved by the written consents of at least two-thirds (2/3) of the voting members.

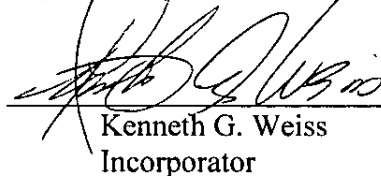
The Articles of Incorporation and Bylaws of the Corporation shall set forth the date of the meeting of the Board of Directors at which the amendment was adopted, and a statement of the facts that such amendment received the vote of a majority of all the directors then in office and the written consents of two-thirds (2/3) of the voting members, as aforesaid.

Having been named in Article X as registered agent to accept service of process for the above state 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.


James F. Caplan, Esq.
Registered Agent

6/15/11
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817,155,F.S.


Kenneth G. Weiss
Incorporator

6/15/11
Date

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