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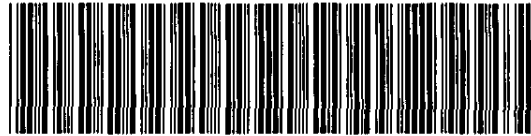
(Business Entity Name)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Enlow DEC 27 2011

# CAPITAL CONNECTION, INC.

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

SOUTHWEST FLORIDA GWI HOUSING

XVI, INC.

Signature \_\_\_\_\_

Requested by: SETH

12/21/11

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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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 \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTHWEST FLORIDA GWI HOUSING XVI, INC.**  
**A NON-PROFIT CORPORATION**

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**ARTICLE I**  
**NAME**

The name of this corporation is **SOUTHWEST FLORIDA GWI HOUSING XVI, 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 4940 Bayline Drive, N. Ft. Myers, FL 33917; the name of the initial registered agent of this corporation is JOSEPH A. DIVITO, ESQ; and the address of the registered agent is 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 objectives to be carried on and promoted by it, are as follows:

(i) 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 Clewiston, Florida under Section 811 of the National Affordable Housing Act, 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.

(ii) 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:

(A) To buy, own, sell, convey, 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 811 of the National Affordable Housing Act.

(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 and project rental assistance under Section 811 of the National Affordable Housing Act. 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) In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, 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 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 Members of GOODWILL INDUSTRIES OF SOUTHWEST FLORIDA, INC., or such other individuals as elected by the Membership for a perpetual term or such term as the Board may determine. In the event that a member ceases to be a Member of GOODWILL INDUSTRIES OF SOUTHWEST FLORIDA, 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 three (3) 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:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Daniel F. Adams	2180 W. First Street, Ste. 212 Fort Myers, FL 33901
William Barrett	7811 University Pointe Drive Ft. Myers, FL 33902
Sherri Denning	P.O. Box 1680 Labelle, FL
Jean Devereaux	1435 SE 34 <sup>th</sup> Street Cape Coral, FL 33904
Ray V. Pottorf	950 Aqua Lane Ft. Myers, FL 33919
Dale Schneider	7000 Barrancas Avenue Bokeelia, FL 33922
Michael Sullivan	15000 Old 41 Road Naples, FL 34110

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 person.

The following officers will serve until the next annual meeting, or until their successors are elected and qualified.

<b><u>OFFICER</u></b>	<b><u>NAME</u></b>
President	JEAN DEVEREAUX
Vice President/Secretary	DALE SCHNEIDER

Directors shall serve without compensation.

**ARTICLE VIII**  
**INCORPORATORS**

The names and street addresses of the person signing these Articles of Incorporation as the Incorporators is :

Dale Schneider

7000 Barrancas Avenue  
Bokeelia, FL 33922

**ARTICLE IX**  
**BY-LAWS**

By-laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article IV hereof.

**ARTICLE X**  
**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.

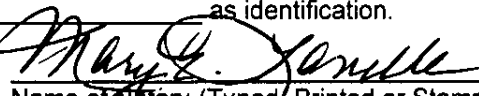
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 19 day of Dec, 2011.

  
\_\_\_\_\_  
DALE SCHNEIDER

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 19th day of DEC, 2011, by DALE SCHNEIDER. 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)  
My Commission expires: \_\_\_\_\_



**ACCEPTANCE BY DESIGNATED REGISTERED AGENT**

**SOUTHWEST FLORIDA GWI HOUSING XVI, 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 21 day of December, 2011.

  
JOSEPH A. DIVITO,  
Registered Agent

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