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FLORIDA PROFIT/NON PROFIT CORPORATION
Public Housing Corporation of Florida

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ARTICLES OF INCORPORATION
OF
PUBLIC HOUSING CORPORATION OF FLORIDA
A FLORIDA NONPROFIT CORPORATION

ARTICLE ONE
Name

The name of the Corporation is Public Housing Corporation of Florida.

ARTICLE TWO
Principal Office and Address

The address of the principal office of the corporation is 500 Office Park Drive, Suite 300, Birmingham, Alabama 35223, and the mailing address of the corporation is the same.

ARTICLE THREE
Duration

The term of existence of the corporation is perpetual.

ARTICLE FOUR
Purpose

The purposes for which the corporation is organized are described in Exhibit A.

ARTICLE FIVE
Directors

The initial directors of the Corporation who shall act until the first meeting or until their successors are duly chosen and qualified are as follows: Hugo Isom, Jane Bailey, Myla Choy, Spencer Ragland, and Cameron Grude.

ARTICLE SIX
Registered Office and Agent

The initial registered office of the Corporation shall be located at 1200 South Pine Island Road, Plantation, Florida 33324. The initial registered agent of the Corporation at that address shall be CT Corporation System.

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ARTICLE SEVEN
Incorporators

The names and residence addresses of the incorporator is:
Name Address

Lewis McDonald, in his capacity as Executive Di- rector of the Jefferson County Housing Authority	3700 Industrial Parkway Birmingham, Alabama 35217
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ARTICLE EIGHT
Additional Provisions

In addition to the foregoing provision, the corporation shall be governed by the provisions of Exhibit A.

IN WITNESS WHEREOF, I have subscribed my name this 18th day of April 2012.

 [signature]

Lewis McDonald, in his capacity as Executive Director of the Jefferson County Housing Authority, Incorporator

Having been named as registered agent to accept service of process for the above stated 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.


Jennifer F. Aultman
Assistant Secretary
Required Signature of Registered Agent

4.17.2012

Date

This instrument was prepared by April Smith, whose address is RSA Battle House Tower 11 North Water Street, Suite 23200 Mobile, AL 36602.

EXHIBIT "A"

STATE OF FLORIDA

ARTICLES OF INCORPORATION

A NONPROFIT CORPORATION

PUBLIC HOUSING CORPORATION OF FLORIDA

1. The purposes for which this corporation is organized are:

a. to engage in or assist in the development, construction or operation of public housing as an instrumentality of the Jefferson County Housing Authority (the "Authority") within the meaning of Section 3(b)(6)(A) of the United States Housing Act of 1937, as amended (the "Act");

b. to serve as the instrumentality and agency of the Authority in the performance of administrative services for the U.S. Department of Housing and Urban Development ("HUD") (including, but not limited to, joint venturing with the Authority and serving as the contract administrator for Project-Based Section 8 Housing Assistance Payment (HAP) Contracts) with such services to be provided throughout the entire State of Florida and the entirety of any other State, territory, or possession of the United States of America;

c. to promote and advance housing projects and related facilities for persons who are members of low-income families and very low-income families (including, but without limitation to, elderly and handicapped persons), financing the acquisition, construction and equipping of buildings or related facilities;

d. to acquire, by lease, purchase or otherwise, land, improvements, rights of way, easements, and other interests in real estate as may be necessary or convenient for said housing facilities;

e. to borrow money in such amounts as required to pay the costs of acquiring, developing, constructing and equipping such facilities, said debts to be evidenced by obligations of the corporation of any kind or character issued at any one or more times which may be either unsecured or secured by any mortgage, trust indenture or deed of trust; and

f. to promote the common good and general welfare by providing decent, safe and sanitary housing.

g. to engage in any lawful activities which are appropriate to carry out and fulfill any or all of the forgoing purposes and which shall be deemed to be the performance of essential public functions.

h. to do any and all things and to exercise any and all powers which a nonprofit corporation may do or exercise under the laws of the State of Florida and under

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law.

2. The corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any private shareholder, member, director, officer or individual, 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 corporation's purposes.

3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, and the corporation shall not participate in, or intervene in (including publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

4. Notwithstanding any other provisions herein, the corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue law.

5. Upon the dissolution or termination of the corporation, after paying or making provision for the payment of all of the liabilities of the corporation, all the assets of the corporation shall vest in and be transferred to the Authority, or its lawful successor or successors, for a public purpose; or failing such succession, to Jefferson County, Alabama, for a public purpose; or, failing in that, as a court of law or equity may determine; or finally, failing in that, to one or more other organizations which are themselves exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law for such purpose.

6. The Articles of Incorporation may be altered, amended, or repealed as provided by law; provided that any such alteration, amendment, or repeal shall be subject to the approval of the Authority.

7. The business and conduct of affairs of the corporation shall be regulated in accordance with bylaws adopted by the Board of Directors, which bylaws shall not be inconsistent with the Articles of Incorporation and which shall only be altered, amended, or repealed subject to the approval of the Authority.

8. No director elected to fill any vacancy shall be a director until such director is approved by the Authority. If at any time after the election of the initial Board of Directors and for any reason there shall not be any directors then serving and no successors have been elected, the Authority shall appoint a successor Board of Directors.

9. To the extent allowed by the laws of the State of Florida, no director of the corporation (or his or her estate, heirs and personal representatives) shall be liable to the corporation for monetary damages for breach of fiduciary duty as a director of the corporation. Any liability of a director (or his or her estate, heirs and personal representatives) shall be further eliminated or limited to the fullest extent allowed by the laws of the State of Florida, as may hereafter be adopted or amended.

10. With respect to claims or liabilities arising out of service as a director of the corporation, the corporation shall indemnify and advance expenses to the present and future trustee (and his or her estate, heirs and personal representatives) to the fullest extent allowed by laws of the State of Florida, both as now in effect and as hereafter adopted or amended.

11. The corporation shall not enter into and execute, or alter, amend, or modify, any Performance-Based Annual Contributions Contract, or any other contract or agreement, with HUD unless and until the Authority has authorized such action.

12. Each project to be undertaken by the corporation, and all projected expenditures of the corporation, shall require the approval of the Authority.

13. The issuance of any obligation by the corporation shall require the approval of the Authority, provided that the approval by the Authority for such issuance shall have been given not more than sixty (60) days prior to the date of the proposed issue, and if any changes with respect to a proposed issue are made, such changes must also be approved by the Authority prior to the date of the proposed issue.