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Division of Corporations Page 1 of 2

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EFFECTIVE DATE 10/1/12

FLORIDA PROFIT/NON PROFIT CORPORATION
HABITAT FOR HUMANITY OF LEE AND HENDRY COUNTIES
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12 AUG 30 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION FOR
HABITAT FOR HUMANITY OF LEE AND HENDRY COUNTIES
COMMUNITY HOUSING DEVELOPMENT CORPORATION, INC.**

EFFECTIVE DATE 10/1/12

This corporation is organized as a nonprofit corporation under the Florida Nonprofit Corporation Act, (CHAPTER 617 of the Florida Statutes) as amended, and as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, (the "Code").

- 1.) The name of the corporation is **HABITAT FOR HUMANITY OF LEE AND HENDRY COUNTIES COMMUNITY HOUSING DEVELOPMENT CORPORATION, INC.** (the "Corporation").
- 2.) This Corporation is a public benefit corporation.
- 3.) The Corporation shall have perpetual duration and succession in its corporate name.
- 4.) The Corporation shall have no members.
- 5.) The Corporation is organized and shall be operated exclusively for charitable and educational purposes, as contemplated and permitted by the Section 170(c)(2) and 501(c)(3) of the Code. The specific purposes for which the Corporation is organized are as follows:
 - a) To further the affordable housing mission of Habitat for Humanity of Lee and Hendry Counties, Inc. (HfHLHC), a Florida Nonprofit Corporation exempt from taxation under Section 501(c)(3) of the Code, namely: to follow God's lead and partner with the community to provide decent, affordable homes for people in need so they may build better lives for their families. The Corporation serves people of low and moderate income, as defined by the U.S. Department of Housing Development.
 - b) To seek out, utilize, and administer Community Housing Development Organization (CHDO) funding under the guidelines put forth by the Department of Housing and Urban Development, related federal entities, and CHDO participating jurisdictions and utilize these CHDO funds in partnership with HfHLHC for the production of affordable housing.
 - c) To collaborate with CHDO participating jurisdictions and representatives of low income communities within participating jurisdictions in the funding and production of affordable housing in Lee and Hendry Counties, Florida.
 - d) To the extent not inconsistent with any of the foregoing, to exclusively promote and carry on any other charitable or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Code and under the Florida Act.
- 6.) Except as hereinafter provided, the Corporation shall have all powers necessary to carry out its purposes, including the powers now or hereafter enumerated in the Florida Act.
- 7.) The powers and activities of the Corporation shall be limited as follows:
 - a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its members, trustees, directors, officers, or other private persons, 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 purposes set forth in these Articles of Incorporation.

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- b) Anything contained in these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the Florida Act.
 - c) The Corporation shall be operated, supervised and controlled by HfHLHC and shall distribute its net earnings to HfHLHC in such manner as the Corporation may prescribe.
- 8.) The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person. In the event of the dissolution and liquidation of the Corporation, to the extent allowed or permitted under applicable laws, the property and assets of the Corporation shall be, as determined by the board of directors, distributed to or sold and the proceeds of such sales distributed to:
- a) Habitat for Humanity of Lee and Hendry Counties, Inc. a Florida Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Code; or,
 - b) any other organization(s) organized and operating for the same purposes or which the Corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for charitable, scientific, educational, or other purposes permitted by Section 501 (c)(3) of the Code, all of which such organizations, foundations, funds, or corporations shall be exempt under Section 501 (c)(3) of the Code.
9. The Corporation may undertake projects throughout Lee County, including revitalization projects within low income neighborhoods in Lee County and the municipalities of Bonita Springs, Fort Myers and Cape Coral.
- 10.) The number of directors of the Corporation and the method of their election shall be as provided in the bylaws, provided, in no event shall there be fewer than three (3) directors.
- 11.) The initial registered agent and the initial registered office of the Corporation shall be: Katherine C. Green, 1288 N. Tamiami Trail, North Fort Myers, FL 33903.
- 12.) The initial principal office and mailing address of the Corporation shall be: 1288 N. Tamiami Trail, North Fort Myers, FL 33903
- 13.) The name and address of the incorporator of the Corporation is as follows:
Katherine C. Green, President
Habitat for Humanity of Lee and Hendry Counties, Inc.
1288 N. Tamiami Trail
N. Fort Myers, FL 33903
- 14.) Directors of the Corporation shall not personally be liable to the Corporation for monetary damages for breach of any duties to the Corporation, except to the extent that such liability arises: (a) for any breach of the director's duty of loyalty to the Corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for any transaction from which a director derived an improper personal economic benefit; or, (d) not pursuant to the standard of conduct set forth in Section 617.0830 of the Florida Act.

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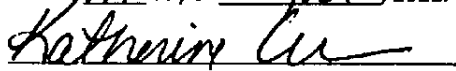
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15) The term of the corporation will commence upon the later of October 1, 2012 or the filing of these Articles and shall exist perpetually thereafter.

IN WITNESS WHEREOF, I have subscribed my name this 29th day of August, 2012.


Katherine C. Green, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Katherine C. Green, Registered Agent