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FLORIDA PROFIT/NON PROFIT CORPORATION

Stanley Axlerod Tower Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
STANLEY AXLRD TOWER CORP.**

(A Florida Not-For-Profit Corporation)

This is to certify that we, the undersigned, being of full legal age, do hereby associate ourselves for the purpose of forming a not-for-profit corporation under and by virtue of the laws of the State of Florida and further certify that:

ARTICLE 1

NAME

The name of the corporation shall be STANLEY AXLRD TOWER CORP. (hereinafter called the "Corporation").

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is Stanley Axlrud Tower Corp., 150 SE 2nd Avenue, Suite 800, Miami, Florida 33131.

ARTICLE 3

PURPOSE

This Corporation is a not-for-profit corporation, organized and to be operated, and the business and objects to be carried on and promoted by it, exclusively for charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To provide primarily to low-income residents of Miami-Dade County, who may also be elderly or disabled persons, with housing facilities and services specially designed to meet their physical, social, 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, including that the Corporation may act as the general partner of a limited partnership or managing member of a limited liability company which owns such housing facilities in the State of Florida, including specifically serving as the general partner of 1809 Brickell, LP, a limited partnership organized to own and operate a project located in Miami, Florida known as Stanley Axlrud UTD Towers, FHA Project No. 066-SH018 (such limited partnership(s) or limited liability company(ies) are referred to herein individually as "Owner" and collectively as "Owners").

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- (b) To carry on such other activities in furtherance of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and are exempt from federal income tax under section 501(c)(3) of the Code.
- (a) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

ARTICLE 4

POWERS

The Corporation is empowered, directly or indirectly in its capacity as a general partner of a limited partnership or managing member of a limited liability company:

- (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 3 hereof, in connection with a project assisted under Section 202 of the Housing Act of 1959, as amended, or 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 applicable property.
- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution directly or as general partner of a limited partnership or managing member of a liability company, as applicable, of a Regulatory Agreement with the Secretary of Housing and Urban Development (HUD), and of such other instruments and undertakings as may be necessary to enable a project to secure the benefits of capital advances and project rental assistance under Section 202 or Section 811. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, directly or as the general partner of a limited partnership or managing member of a limited liability company, as applicable, so long as a mortgage on the applicable property is held by the Secretary of Housing and Urban Development.
- (d) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes similar to those of the Corporation (other than one created for religious purposes) and which has

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established its tax-exempt status under section 501(c)(3) of the Code (or any corresponding provision of any future federal tax laws), as selected by the Board of Directors: **Provided**, however, so long as any property in which the Corporation participates has a loan held or insured by HUD, that the Corporation shall at all such times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

ARTICLE 5

MEMBERSHIP

The Corporation shall have no members.

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 150 SE 2nd Avenue, Suite 800, Miami, Florida 33131, and the name of the Corporation's initial registered agent at that address is Paulo Melo.

ARTICLE 7

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be three (3). The number of directors may be increased or decreased from time to time as set forth in the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

1. Frank Gudorf	Address: 175 SE 7th Street, Suite 1106 Miami, Florida 33130
2. Frank Guerra	Address: 175 SE 7th Street, Suite 1106 Miami, Florida 33130
3. Alberto J. Suarez	Address: 175 SE 7th Street, Suite 1106 Miami, Florida 33130

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Paulo Melo	Address: 62 Bay Heights Dr Miami FL 33133
Nelson Stabile	Address: 1601 SW 16 th St. Miami, FL 33133
Isabel Blanco Peruyera	Address: 363 Aragon Avenue # 419 Miami, FL 33134

The directors of the Corporation shall serve without compensation.

With respect to any decisions related to the Corporation, the directors of the Corporation and the officers of the Corporation who (i) are also limited partners or the members, as applicable, of any Owner(s) or (ii) are affiliated with the limited partners or the members, as applicable, of any Owner(s) shall be obligated to put the interest and the charitable and exempt purpose of the Corporation ahead of their interests as limited partners or the members, as applicable, of such Owner(s). In the event of a conflict between the obligations of the Corporation, in its capacity as a general partner or a managing member, as applicable, of any Owner to operate such Owner for the charitable purpose and any obligation or duty to maximize the profits of such Owner and its partners or members, as applicable, the charitable purpose shall prevail.

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 have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

The annual meeting shall be held on the Corporation in December of each year.

ARTICLE 8

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 during any period in which any property in which the Corporation participates has a loan held or insured by HUD, inconsistent with the provisions of any Regulatory Agreement executed by the Corporation directly or as the general partner of a limited partnership or the managing member of a limited liability company, and the Secretary of Housing and Urban Development pursuant to Article II hereof.

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ARTICLE 9

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Paulo Melo
150 SE 2nd Avenue, Suite 800
Miami, Florida 33131

ARTICLE 10

EXISTENCE; DISSOLUTION

The existence of the Corporation will be perpetual until the Corporation is dissolved as set forth herein. Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501(c)(3) of the Code (or any corresponding provision of any future federal tax laws), as selected by the Board of Directors.

ARTICLE 11

LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, its directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of any of its charitable purposes. No 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 subsection (b) of section 501 of the Code), and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future federal tax laws, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future federal tax laws.

ARTICLE 12

AMENDMENTS

So long as a mortgage on the property of the Corporation or the property of a limited partnership in which the Corporation is the general partner or of a limited liability company of which the Corporation is a managing member, is held by the Secretary of Housing and Urban

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Development or a Use Agreement with HUD with respect to such property remains in effect,
these Articles may not be amended without the prior written approval of HUD.

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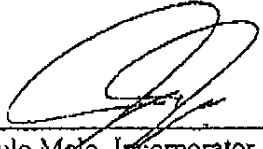
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of May, 2013.



Paulo Melo, Incorporator
150 SE 2nd Avenue, Suite 800
Miami, Florida 33131

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CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESSETH:

That, STANLEY AXLRD TOWER CORP., desiring to organize under the laws of the State of Florida, has named Paulo Melo, 150 SE 2nd Avenue, Suite 800, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 13th day of May, 2013



Paulo Melo

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