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Cover Letter

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

Subject: North Miami Housing and Development Authority
(Proposed Corporate Name)

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 for the Filing fee and Certificate of Status.

From: City of North Miami
Stephen E. Johnson, City Manager
776 NE 125th Street, 4th Floor
North Miami, FL 33161
(305) 895-9888

ARTICLES OF INCORPORATION

North Miami Housing and Development Authority Inc.

A not for profit corporation

We, the undersigned, having heretofore associated ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, as a not for profit corporation pursuant to Chapter 617 and Chapter 421, Part I, Florida Statutes, under the name of "North Miami Housing and Development Authority", do hereby apply to the Secretary of State, Division of Corporations for the issuance of a Charter, as follows:

ARTICLE I - NAME

The name of this not for profit corporation shall be "North Miami Housing and Development Authority Inc.

ARTICLE II - ADDRESS

The principal place of business and mailing address of this not for profit corporation shall be the North Miami Housing and Development Authority, c/o City of North Miami, Attn: Stephen E. Johnson, City Manager, 776 NE 125th Street, 4th Floor, North Miami, FL 33161.

ARTICLE III - PURPOSES

The purposes for which this not for profit corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning ascribed by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or revised.

Notwithstanding any other provision of these Articles, this not for profit corporation shall not:

- a. Participate in any activity not permitted to be carried on by an organization exempt from federal income tax under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code.
- b. Participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. Attempt to influence legislation.

The specific purposes of this not for profit corporation shall be:

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- a. To arrange or contract for the furnishing by any person or agency, public or private, of services, privileges, works, or facilities for, or in connection with, residential housing projects or the occupants thereof.
- b. To lease or rent any dwellings, houses, accommodations, lands, buildings, structures, or facilities embraced in any housing project and, subject to the limitations contained in Chapter 421, Part I, Florida Statutes, to establish and revise the rents or charges there-for.
- c. To own, hold, and improve real or personal property; to purchase, lease, obtain options upon, acquire by gift, grant, bequest, or devise any real or personal property or any interest therein.
- d. To sell, lease, exchange, transfer, assign, pledge, or dispose of any real or personal property or any interest therein, and to insure or provide for the insurance of any real or personal property or operations of this not for profit corporation against any risks or hazards.
- e. To invest funds held in reserves or sinking funds, or any funds not required for immediate disbursement, in property or securities in which savings banks may legally invest funds subject to their control.
- f. To investigate into living, dwelling, and housing conditions and into the means and methods of improving such conditions to determine where slum areas exist or where there is a shortage of decent, safe, and sanitary dwelling accommodations for persons of low income
- g. To make studies and recommendations relating to the problem of clearing, re-planning, and reconstruction of slum areas and the problem of providing dwelling accommodations for persons of low income.
- h. To administer fair housing ordinances and other ordinances as adopted by the City of North Miami, Miami-Dade County, or other authorities who wish to contract for administrative services and to cooperate with Miami-Dade County, the State of Florida or any political subdivision thereof, in actions taken in connection with such problems.
- i. To develop, acquire, lease, construct, rehabilitate, manage, or operate multifamily or single-family residential projects with public and private funds to serve individuals or families who meet the applicable income requirements of the state or federal program involved; and who, in the determination of this not for profit corporation, lack sufficient income or assets to enable them to purchase or rent a decent, safe, and sanitary dwelling.
- j. To solicit and accept contributions from the general public, public or private institutions, and governmental agencies to achieve the goals, purposes and mission of this not for profit corporation.

- k. To perform every lawful act and thing necessary, desirable and expedient, to be done, in carrying on the purposes of this not for profit corporation, and to accomplish the ends for which the body corporate is formed.

ARTICLE IV – BOARD OF COMMISSIONERS

- a. The Board of Commissioners for this not for profit corporation shall consist of no fewer than five (5) Commissioners, and no more than seven (7) Commissioners, selected by the Mayor with the approval of the Council of the City of North Miami, Florida, in accordance with Section 421.05, Florida Statutes.
- b. The powers of this not for profit corporation, are derived from Chapter 421, Part I, Florida Statutes and shall be vested in the Board of Commissioners.
- c. The Board of Commissioners shall include the following officers: Chair, Vice Chair and a Secretary, who shall serve as the Executive Director of this, not for profit corporation. The Board of Commissioners may also obtain technical experts, and such other officers, agents and employees, permanent and temporary, as it may require and shall determine their qualifications, duties, and compensation.
- d. Three of the Commissioners who are first appointed shall be designated to serve for terms of one (1), two (2), and three (3) years respectively. The remaining Commissioners shall be designated to serve for terms of four (4) years each, from the date of their appointment. Thereafter, each Commissioner shall be appointed for a term of office of four (4) years, except that a vacancy shall be filled for the unexpired term by an appointment by the Mayor with the approval of the Council of the City of North Miami, within sixty (60) days after such vacancy occurs.

ARTICLE V – REGISTERED AGENT

Until such time a successor is appointed by the Board of Commissioners, the Registered Agent of this not for profit corporation shall be Regine M. Monestime, City Attorney of the City of North Miami, whose business address is 776 NE 125th Street, 1st Floor, North Miami, FL 33161.

ARTICLE VI – INCORPORATOR

The name and mailing address of the Incorporator is as follows:

Name:

Stephen E. Johnson
City Manager

Mailing Address:

776 NE 125th Street, 4th Floor
North Miami, FL 33161

ARTICLE VII – MANAGEMENT

- a. The Board of Commissioners shall have the general management of the property, business affairs and concerns of this not for profit corporation, and shall consist of not less than five (5) and not more than seven (7) Commissioners, the exact number to be fixed by the Mayor with the approval of the Council of the City of North Miami, Florida.
- b. Management of the daily operations of this not for profit corporation shall be the responsibility of the Commissioners.
- c. The Secretary of this not for profit corporation shall serve as the Executive Director, as a nonvoting member of the Board of Commissioners. The Secretary shall keep the records of this not for profit corporation, shall act as secretary of the meetings and record all votes, and shall keep a record of the proceedings of this not for profit corporation in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to said office. The Secretary shall be appointed by the Manager of the City of North Miami, Florida.

ARTICLE VIII – ELECTIONS

- a. Each year at the annual meeting, the Board of Commissioners shall elect the Chair of the Board of Commissioners and Vice Chair of the Board of Commissioners for its meetings. The Chair shall entertain nominations from among the Board members to serve as Officers of this not for profit.
- b. After the Chair has declared that the nominations are closed, the Board of Commissioners shall vote on the Officers. If there is but one nominee for any office, it shall be in order to move that the collective ballot be cast for the nominee.
- c. A vacancy on the Board of Commissioners shall exist in the event of the death or resignation of a Commissioner, or if the Board of Commissioners, by a majority of vote of its members, adopt a resolution removing a Commissioner for just cause.
- d. A vacancy occurring in any office shall be filled for the unexpired term by another Commissioner elected by a majority vote of the remaining members of the Board of Commissioners. In the event a vacancy occurs in the office of the Chair, the Vice Chair shall serve as Chair of this not for profit corporation for the unexpired term.

ARTICLE IX – INDEMNIFICATION

This not for profit corporation shall indemnify the City of North Miami, Florida, its agents and employees, and any and all persons who may serve or who have served at any time as Incorporators or Officers, against any and all expenses including, but not limited to, amounts paid upon judgments, attorneys' fees, costs and amounts paid in settlements, incurred in

connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, may be involved by virtue of having been such Incorporator or Officer of this not for profit corporation. The aforementioned indemnity shall not apply in matters to which any such Incorporator or Officer, shall be adjudged in any action, suit or proceeding to be liable for misfeasance or malfeasance in the performance of his or her duties as such Incorporator or Officer. As a condition for this indemnification being effective, this not for profit corporation shall have the right, at its sole option, to control the defense and settlement of any such action. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement or Florida law.

ARTICLE X – MEMBERSHIP

This not for profit corporation shall have no members.

ARTICLE XI – TERM

This not for profit corporation shall have perpetual existence.

ARTICLE XII – AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by any Commissioner of this not for profit corporation and may be adopted by a majority of the members of the Board of Commissioners. Upon an amendment to the Articles of Incorporation being adopted, the amendment shall be filed with the Florida Department of State in the manner provided by law.

ARTICLE XIII – BYLAWS

The Bylaws of this not for profit corporation may be made, altered or rescinded by the vote of a majority of the members of the Board of Commissioners.

ARTICLE XIV – MEETINGS

The Board of Commissioners of this not for profit corporation shall meet least once during the year to hold its annual meeting at the time and place provided for in the Bylaws, and at such other times and places as meetings may be duly called for, in accordance with the Bylaws.

ARTICLE XV – ASSETS

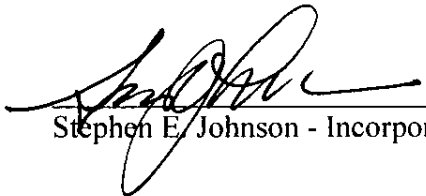
The property of this not for profit corporation is irrevocably dedicated to public purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to its Commissioners or other private persons, except that this not for profit corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Purposes.

ARTICLE XVI – DISSOLUTION

In the event of dissolution, the residual assets of this organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, or to the corresponding provision of any federal, state or local government law or regulation.

IN WITNESS WHEREOF, and in testimony of my intention and good faith to carry out the purposes and objectives set forth herein, I subscribe my name to this Article of Incorporation this 12th day of JUNE, 2013, at North Miami, Miami-Dade County, Florida.



Stephen E. Johnson - Incorporator

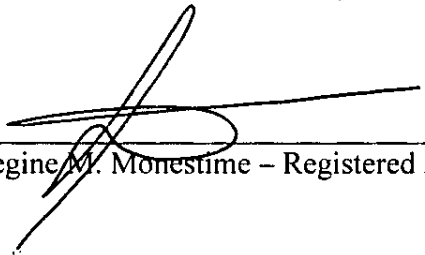
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Acknowledgement of Registered Agent

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Having been named Registered Agent to accept service of process for the above stated not for profit 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.



Regine M. Monestime - Registered Agent


Date

6/11/13

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to make acknowledgments, personally appeared Stephen E. Johnson, Incorporator, and Regine M. Monestime, Registered Agent, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the aforesaid State and County this 13TH day of June, 2013.



Notary Public Signature

Andrea A. McDonald

Print Name
Notary Public - State of Florida
Commission No:
My Commission Expires:

