

Apr. 8, 2014 2:21PM  
Division of Corporations

No. 0292 P. 1  
Page 1 of 2

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H14000083680 3)))



H140000836803ABC/

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6381

From

Account Name : McDONALD FLEMM NG MOORHEAD  
Account Number : 119990000132  
Phone : (850) 477-0660  
Fax Number : (850) 477-1730

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: hmajor@pensacola-habitat.org

FLORIDA PROFIT/NON PROFIT CORPORATION  
NORTHWEST FLORIDA COMMUNITY HOUSING  
DEVELOPMENT CORP

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

RECEIVED

14 APR -8 PM 3:58

SUCCESSION CLERK  
TALLAHASSEE, FLORIDA

14 APR -8 PM 10:52

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

(((H14000083680 3)))

FILED  
CLERK OF CIRCUIT COURT  
DIVISION OF CORPORATIONS  
14 APR -8 11:10:52

**ARTICLES OF INCORPORATION**  
**OF**  
**NORTHWEST FLORIDA COMMUNITY**  
**HOUSING DEVELOPMENT CORPORATION, INC.**

The undersigned, acting as incorporator of a corporation not for profit under the provisions of Chapter 617, Florida Statutes, adopts the following articles of incorporation for such corporation:

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is Northwest Florida Community Housing Development Corporation, Inc. (the "Corporation"), and its address shall be 300 West Leonard Street, Pensacola, FL 32501.

**ARTICLE II - DURATION**

The Corporation shall exist perpetually, commencing upon filing of these articles of incorporation.

**ARTICLE III - PURPOSE**

The purpose of the Corporation is to engage in exclusively charitable purposes within the meaning of Section 170(c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of such charitable purposes, the Corporation will operate in connection with Pensacola Habitat for Humanity, Inc., a Florida not for profit corporation ("Habitat"). The specific purposes for which the Corporation is organized are as follows.

a) To seek out, utilize, and administer Community Housing Development Organization (CHDO) funding under the guidelines set forth by the U.S. Department of Housing and Urban Development, related federal and/or state entities, and CHDO participating

(((H14000083680 3)))

jurisdictions and utilize such funds in partnership with Habitat for the funding, production and promotion of affordable housing and other community based assets.

b) To collaborate with others in the funding, production and promotion of affordable housing in Escambia and Santa Rosa Counties of Northwest Florida.

Except as provided herein, the Corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in the Florida Non-Profit Corporation Act.

#### ARTICLE IV - MEMBERSHIP

This Corporation shall have no members.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office is 25 W. Government Street, Pensacola, Florida 32502, and the name of this Corporation's initial registered agent is Stephen R. Moorhead.

#### ARTICLE VI - INCORPORATOR

The names and addresses of the incorporator of the corporation is Stephen R. Moorhead, 25 West Government St., Pensacola, FL 32502.

#### ARTICLE VII - BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors (the "Board"). The Board shall have no fewer than three (3) directors (each, a "Director" together, the "Directors"). If any of the Directors are unable to serve, the existing Directors shall appoint a successor Director as set forth in the Corporation's Bylaws.

((H14000083680 3)))

ARTICLE VIII - OFFICERS

The Corporation shall have such officers (the "Officers") as the Board deems necessary in its discretion.

ARTICLE IX - RESTRICTIONS

A. The Corporation does not contemplate pecuniary gain or profit to its Directors or Officers, and no part of any net earnings of the Corporation shall inure to the benefit of any director, officer or other individual; however, nothing herein shall prohibit the Corporation from paying its Officers and Directors reasonable compensation for services rendered to or for the Corporation, nor from reimbursing its Directors and Officers for all expenses reasonably incurred in performing services rendered to or for the Corporation.

B. All of the property of the Corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, its assets shall be distributed to one or more organizations which are organized and exist exclusively for educational, scientific, charitable or literary purposes and that qualify for exemption from federal income tax under the provisions of §501(c)(3) of the Code, or to the United States of America, the State of Florida, the County of Escambia, State of Florida or other local government. In no event shall the assets or the property of the Corporation, or the proceeds of any of such assets or property, upon dissolution, go or be distributed to the Directors either for reimbursement of any sums subscribed, donated or contributed by such director, or for any other purpose, other than as provided in Paragraph A of this Article.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its Directors and Officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-

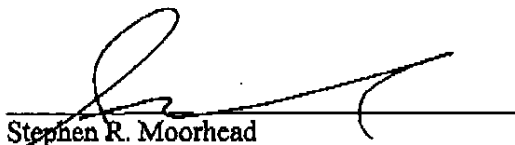
((H14000083680 3)))

Profit Corporation Act and the Florida Business Corporation Act from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by such acts, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI - AMENDMENT OF ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Directors is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 8 day of April, 2014.

  
Stephen R. Moorhead

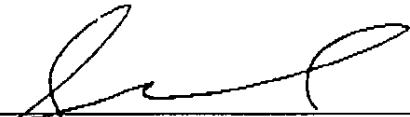
Apr. 8. 2014 2:22PM

No. 0293 P. 6

(((H14000083680 3)))

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, Stephen R. Moorhead, do hereby accept the appointment as registered agent for Northwest Florida Community Housing Development Corporation, Inc., as set forth in its articles of incorporation being filed simultaneously herewith. I am familiar with and accept the duties and obligations of such designation.

  
\_\_\_\_\_  
Stephen R. Moorhead

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 APR -8 AM 10:52

(((H14000083680 3)))