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SAXON | GILMORE

SAXON, GILMORE, CARRAWAY & GIBBONS, P.A.

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July 15, 2014

VIA U.S. MAIL

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation
Heartland Community Housing Organization, Inc.

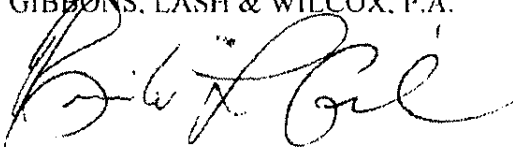
Dear Sir/Madam:

Enclosed please find two originals and one copy of the above referenced Articles to be filed, along with our filing fees for \$78.75.

Your help with this matter is very much appreciated. Should you have any questions, please contact me at (813) 314-4502.

Sincerely,

SAXON, GILMORE, CARRAWAY,
GIBBONS, LASH & WILCOX, P.A.



Ricardo L. Gilmore, Esq.

RLG/jd

Enclosures

cc: Larry Shoeman

**ARTICLES OF INCORPORATION
OF THE
HEARTLAND COMMUNITY HOUSING ORGANIZATION, INC.**

I, the undersigned, being the Incorporator of the *HEARTLAND COMMUNITY HOUSING ORGANIZATION, INC.*, a Florida not-for-profit corporation, hereby file the following Articles of Incorporation that comply with the requirements of Florida Statutes Chapter 617 (Florida Not-For-Profit Corporation Act):

ARTICLE I- NAME

The name of the Corporation is the *HEARTLAND COMMUNITY HOUSING ORGANIZATION, INC.* a Florida not-for-profit corporation (hereinafter the "Corporation").

**ARTICLE II- REGISTERED OFFICE AND AGENT AND
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The registered office of the Corporation shall be located at Fifth Third Plaza, 201 East Kennedy Boulevard, Suite 600, Tampa, Florida 33602, and the initial registered agent of the Corporation at that address shall be Ricardo L. Gilmore, Esquire.

The principal place of business and the mailing address of the Corporation shall be: *HEARTLAND COMMUNITY HOUSING ORGANIZATION, INC.*, 21 Tulane Avenue, Avon Park, Florida 33826-1327.

ARTICLE III - PURPOSE

The purposes of the Corporation shall be:

- a) to provide decent housing that is affordable to very-low, low and moderate income persons living in or around the City of Avon Park, Florida and the four (4) adjacent counties that include: Highlands, Hardee, DeSoto and Okeechobee by building, acquiring, maintaining and/or managing properties;
- b) to be a conduit and facilitator for community-based affordable housing strategies; development of affordable housing projects including but not limited to mixed-use, mixed-income approaches, homeless services and support mechanisms, and capacity-building for the Corporation and its partners by seeking funding for technical assistance activities and other grants that support and expand the goals of the Corporation and that enhance local community efforts;
- c) to work cooperatively to advance the governmental purposes, the goals and the missions of the **Avon Park Housing Authority** (hereinafter referred to as the "Authority");
- d) to operate as a Community Housing Development Organization (CHDO), as described in the rules and requirements of the HOME final rule at 24 CFR Part 92.2 and subsequent HUD Notices;

- e) to operate in any manner for such nonprofit, charitable and/or educational purposes as will qualify the Corporation as a charitable organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3);
- f) to insure that no substantial part of the activities of the *Corporation* shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the *Corporation* shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;
- g) to accept a substantial part of its support (exclusive of income received in the exercise or performance by such organization of its charitable, educational or other purpose or function constituting the basis for its exemption) from a governmental unit or from direct or indirect contributions from the general public, the Corporation's organizers, corporations, foundations, and any other public or private sources;
- h) to generally perform any function necessary to engage in any lawful purpose or purposes not for pecuniary profit;
- i) to insure that no part of the net earnings of the *Corporation* shall inure to the benefit of or be distributable to its members, founders, directors, contributors, employees or members of a committee of, or person connected with the *Corporation*, or any other private individuals, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth;
- j) to insure that, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ji) by an organization, contributions to which are deductible under Section 170(c)(2) of such Code as it now exists or as it may be amended;
- k) to insure that the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding section of any other federal tax code;
- l) to insure that the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code without providing for fair, adequate, and reasonable compensation;
- m) to insure that the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code;
- n) to insure that the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; and
- o) to insure that the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.
- p) to have succession by its corporate name for the period set forth in its Articles of Incorporation;
- q) to have the ability to sue and be sued and appear and defend in all actions and

- proceedings in its corporate name to the same extent as a natural person;
- r) to adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "not for profit corporation,"
 - s) to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, if so voted by a majority of the Directors of the Corporation;
 - t) to adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;
 - u) to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;
 - v) to conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district or possession of the United States or any foreign country;
 - w) to purchase, take, review, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
 - x) to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights' or interests thereunder or therein;
 - y) to sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;
 - z) to make loans and to purchase mortgages; notes or other interests in real estate from others to assist in the financing of the construction, development, rehabilitation or other acquisition and equipping of buildings and structures which may be utilized for low-rent housing and other civic purposes authorized by law;
 - aa) to borrow funds necessary for the purposes of making loans, acquiring mortgages and financing or refinancing the cost of acquiring, rehabilitating, constructing, maintaining and operating such properties and facilities, the indebtedness for which borrowed money may be evidenced by securities of this corporation of any kind or character issued at any one or more times which may be either unsecured or secured by deed to secure debt, mortgage, trust deed, or other lien upon any part or all of the properties and assets at any time then or thereafter owned by or acquired by this corporation, provided that no obligations of this corporation shall be issued unless the Authority, not more than sixty (60) days prior to the date of issue of such obligations, shall have approved there terms and conditions of such obligations and shall have approved any substantial changes to the terms and conditions of the issuance prior to the date of issue; and
 - bb) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

The above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes §617.0302 (Florida Not-For-Profit Corporation Act) which powers are included herein by reference.

ARTICLE IV - MEMBERS

The Corporation shall have no members and no stockholders.

ARTICLE V - EXISTENCE

The existence of the Corporation shall be perpetual.

ARTICLE VI - DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of: at least one third (1/3) of its composition at all times being representatives of low income neighborhoods, and/or other low income community residents, and/or elected representatives of low income neighborhood organizations from the four (4) adjacent County areas as stated in Article III(a); at least one third (1/3) of the Board of Directors being representatives of the Public Sector which may include but is not limited to current Board members of the *Authority* and/or employees of the *Authority*; and the balance being unrestricted, may include representatives such as human and social service providers, lenders, individuals with access to philanthropic resources, or others willing to contribute their professional expertise. The Authority (acting in the role of local government chartering the CHDO) may not appoint more than 1/3 of the board, and the board members appointed by the state or local government may not appoint the remaining 2/3 of the board members. All Board members of the Authority that serve as Board members of the Corporation are only eligible to serve as long as they are current Board members of the Authority. All employees of the Authority that serve as Board members of the Corporation are only eligible to serve as long as they are current employees of the Authority. The Executive Director of the Corporation shall also serve as the Secretary of the Board, in a non-voting capacity.

Until the first election thereof, the Board will initially consist of the following five (5) members:

NAME

ADDRESS

Cameron Barnard
Chairperson

21 Tulane Drive
Avon Park, Florida 33826-1327

Valerie Gilchrist
Vice-Chairperson

21 Tulane Drive
Avon Park, Florida 33826-1327

Chris Price
Director

21 Tulane Drive.
Avon Park, Florida 33826-1327

Donna Dean
Director

21 Tulane Drive
Avon Park, Florida 33826-1327

Larry P. Shoeman
Secretary

21 Tulane Drive
Avon Park, Florida 33826-1327

The number of Directors may be raised or lowered by amendment of the bylaws, but shall in no case be less than three (3) and no greater than twenty-one (21). The manner of election shall be as provided by the bylaws.

ARTICLE VII- BYLAWS

The bylaws of the Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by a majority of the entire Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE VIII- DISSOLUTION

Upon the dissolution or liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, make all remaining assets of the Corporation available to the *Authority*, its lawful successors or assigns in the State of Florida.

ARTICLE IX - INCORPORATOR(S)

The name and address of the Incorporator of these Articles of Incorporation is as follows:

NAME

Larry P. Shoeman
Secretary

ADDRESS

21 Tulane Drive
Avon Park, Florida 33826-1327

ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority of the entire Board of Directors at any regular or special meeting called for that purpose.

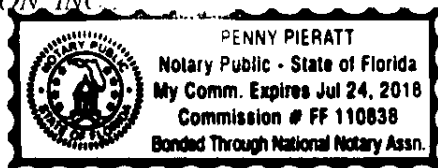
IN WITNESS OF THE FOREGOING, I hereby set my hand and seal this 15th
day of July, 2014.

HEARTLAND COMMUNITY HOUSING ORGANIZATION, INC.

By: _____

Larry P. Shoeman
LARRY P. SHOEMAN, Secretary

The foregoing instrument was acknowledged before me this 15 day of July, 2014, by Larry P. Shoeman, and he executed the foregoing Articles of Incorporation as Secretary of HEARTLAND COMMUNITY HOUSING ORGANIZATION INC.



Penny Pieratt
Notary Public, State of Florida
Print, Type or Stamp Name

Personally Known ☒ Type of Identification Produced _____ Or Produced Identification _____

CERTIFICATE

That HEARTLAND COMMUNITY HOUSING ORGANIZATION, INC., desiring to organize under the laws of the State of Florida, with its principal office at 21 Tulane Drive, Avon Park, County of Highlands, State of Florida 33826-1327, has named Ricardo L. Gilmore, Esq., located at Fifth Third Plaza, 201 East Kennedy Boulevard, Suite 600, City of Tampa, County of Hillsborough, State of Florida 33602, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

Ricardo L. Gilmore
RICARDO L. GILMORE, ESQ.