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FLORIDA PROFIT/NON PROFIT CORPORATION
AGAPE COCOA, INC.

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**ARTICLES OF INCORPORATION
OF
AGAPE COCOA, INC.
A NOT-FOR-PROFIT CORPORATION**

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby certifies:

**ARTICLE I
NAME AND ADDRESS**

The name of this Corporation is AGAPE COCOA, INC. The mailing address of the Corporation is 7334 Blanco Road, Suite 200, San Antonio, Texas, 78216-4933. The address of the Corporation's principal office is 7334 Blanco Road, Suite 200, San Antonio, Texas 78216.

**ARTICLE II
PURPOSES, RIGHTS AND POWERS**

1. This Corporation is organized and shall be operated exclusively as a corporation not for profit, exclusively for charitable, literary or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"). The primary purpose of the Corporation is to preserve and expand the supply of decent, safe and affordable housing by developing, owning and operating housing for rental to eligible persons or families with low and moderate annual income at affordable rates.

2. 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 be empowered to make the election authorized under Code Section 501(h). The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

4. The Corporation shall not: (i) engage in any business or activity other than developing, constructing, owning and operating that certain housing project described as Clear Pond Apartments, located in Cocoa Beach, Brevard County, Florida (the "Development"); or (ii) acquire or own any assets other than those relating to the Development.

Prepared By:
Michael T. Cronin, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 00469841

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ARTICLE III LIMITATIONS

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons or firms operating for profit-making or a non-exempt purpose, 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 Article III hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding section of any future federal tax code. Such corporations described in the prior sentence are "Qualified Organizations."

2. The Corporation will not engage in any act of self-dealing as defined in Code Section 4941(d), or the corresponding section of any future federal tax code.

3. The Corporation will not retain any excess business holdings as defined in Code Section 4943(c), or the corresponding section of any future federal tax code.

4. The Corporation will not make any investments in a manner as to subject it to tax under Code Section 4944, or the corresponding section of any future federal tax code.

5. The Corporation will not make any taxable expenditure as defined in Code Section 4945, or the corresponding section of any future federal tax code.

ARTICLE IV DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

ARTICLE V MEMBERS; DIRECTORS

1. The Corporation shall not have any members.

2. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

3. The persons who shall serve until the first election of Directors are as follows:

Name	Address
Michael R. Goodwin	7334 Blanco Road, #200 San Antonio, TX 78216
David Starr	7334 Blanco Road, #200 San Antonio, TX 78216
Sherry Mitchell	7334 Blanco Road, #200 San Antonio, TX 78216
Tanya Vargas	7334 Blanco Road, #200 San Antonio, TX 78216
James Shipley	7334 Blanco Road, #200 San Antonio, TX 78216

ARTICLE VI OFFICERS

1. Officers. The officers of this Corporation may consist of a Chairman of the Board, a President, one or more Vice-Presidents, a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries and other officers of this Corporation as the Board of Directors deems necessary.

2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may at any meeting fill any officer vacancy.

3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

4. Initial Officers. The persons who shall serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
David Starr	President
Michael R. Goodwin	Vice President
Sherry Mitchell	Secretary

ARTICLE VII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE VIII
BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE IX
INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE X
INDEMNIFICATION

Each Director and each officer or former Director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected

by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of Directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

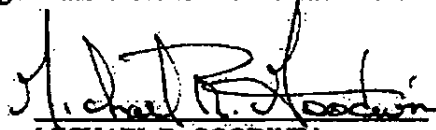
The street address of the initial registered office of this Corporation is 911 Chestnut Street, Clearwater, Florida 33756, and the name of the initial registered agent of this Corporation at that address is Michael T. Cronin.

ARTICLE XII
INCORPORATOR

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

Michael R. Goodwin
7334 Blanco Road, Suite 200
San Antonio, Texas 78216

IN WITNESS WHEREOF, the undersigned has subscribed his name this 8th day of January 2014.


MICHAEL R. GOODWIN
Incorporator

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TAMPA FLORIDA


**CERTIFICATE DESIGNATING
REGISTERED AGENT AND STREET ADDRESS
FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, AGAPE COCOA, INC., desiring to organize under the laws of the State of Florida, hereby designates Michael T. Cronin, located at 911 Chestnut Street, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Date: January 8, 2014


MICHAEL T. CRONIN