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CNB HOUSING FOUNDATION, INC.

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T. SCOTT

FAX AUDIT NO. H1700020061 3

**ARTICLES OF INCORPORATION
OF
CNB HOUSING FOUNDATION, INC.**

(A Florida not-for-profit corporation)

Pursuant to the provisions of the Florida Not-For-Profit Corporation Act, the undersigned incorporator adopts the following Articles of Incorporation:

Article I.

NAME

The name of this corporation shall be CNB HOUSING FOUNDATION, INC. (hereinafter called the "Corporation").

Article II.

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal street address and mailing address of the Corporation is:

25 W. Flagler Street, 5th Floor
Miami, FL 33130

Article III.

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the Corporation's initial registered agent is:

Interamerican Corporate Services LLC
2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, Florida 33134

Article IV.

PURPOSE

This Corporation is a not-for-profit corporation, organized exclusively for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or successor statute and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which non-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding provisions of any future United States Internal Revenue law).

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**Article V.
INITIAL BOARD OF DIRECTORS AND OFFICERS**

The affairs of this Corporation shall be managed by a Board of Directors consisting of no fewer than four (4) Directors. The number of Directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be fewer than four (5) Directors. The names and addresses of the initial Directors of the Corporation are as follows:

<u>NAMES:</u>	<u>TITLE:</u>
S. Marshall Martin	Director
Louis Ferreira	Director
Fernando Capablanca	Director
Betty McClaskey	Director

Succeeding Directors and Officers shall be elected and/or appointed in the manner established by the Bylaws of the Corporation.

**Article VI.
INCORPORATORS**

The names and street address of the incorporator of this not-for-profit Corporation is:

Alcides I. Avila, Esq.
Avila Rodriguez Hernandez Mena & Ferri LLP
2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, FL 33134

**Article VII.
DISSOLUTION**

Upon dissolution or winding up of this Corporation, its net assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more 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 the corresponding provision of any future United States Internal Revenue law).

**Article VIII.
LIMITATIONS**

A. Lobbying and Political Activities. No substantial part of the activities of the

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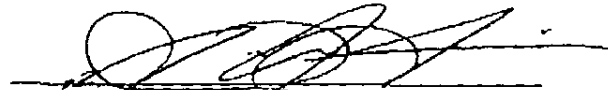
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Corporation shall consist of carrying on or promotion of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code) and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. Distribution of Net Earnings. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of its purposes.

C. General Limitations Required by the Internal Revenue Code. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not engage in any activities that are not permitted to be carried on: (i) by a corporation exempt from federal corporate income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or (ii) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 28 day of July, 2017.


Alcides I. Avila, Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS FOR SERVICE OF PROCESS WITHIN
THIS STATE AND NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **CNB HOUSING FOUNDATION, INC.** desiring to organize under the laws of the
State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at
25 W. Flagler Street, 5th Floor, Miami, Florida 33130, has named Interamerican Corporate
Services LLC, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the
place designated in this certificate, the undersigned hereby agrees to act in this capacity, to
comply with the provisions of the Florida Not For Profit Corporation Act, and that it is familiar
with, and accepts, the obligations of that position.

Dated this 28 day of July, 2017.

REGISTERED AGENT:

Interamerican Corporate Services LLC

By: 
Alcides I. Avila, Manager