

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Central Florida Regional Housing Trust, Inc.

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ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA REGIONAL HOUSING TRUST, INC.

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Central Florida Regional Housing Trust, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 800 North Magnolia Avenue, Suite 1200, Orlando, FL 32803, and the mailing address of the Corporation is 800 North Magnolia Avenue, Suite 1200, Orlando, FL 32803.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, the following: (1) provide housing for low- and moderate-income people that is safe, secure and affordable in perpetuity; (2) provide affordable homeownership

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opportunities for low- and moderate-income people, while preserving the quality and affordability of the homes for future low- and moderate-income residents of the community; (3) acquire land to be held in perpetuity for the primary purpose of providing affordable rental and homeownership housing for low- and moderate-income people; (4) combat community deterioration in economically disadvantaged areas; (5) promote economic opportunities for low-income residents of economically disadvantaged areas; (6) protect the natural environment and promote the ecologically sound use of land and natural resources and the long-term health and safety of the community; (7) lessen the burdens of governments in connection with furthering the foregoing purposes.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including

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publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE IV - NO MEMBERS

The Corporation shall have no members.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be at least three (3) and no more than nineteen (19).

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 800 North Magnolia Avenue, Suite 1200, Orlando, FL 32803, and the name of the initial registered agent of the Corporation at that address is Central Florida Foundation, Inc. The Board of Directors may from time to time designate a new registered office and registered agent.

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ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Central Florida Foundation, Inc.	800 North Magnolia Ave. Suite 1200 Orlando, FL 32803

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation 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 XI - AMENDMENTS

These Articles of Incorporation may be amended by a vote of two-thirds of the full Board of Directors of the Corporation, provided that written notice of the proposed amendment is provided to the directors ten (10) days prior to the meeting at which such amendment is

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considered; provided, further, that Central Florida Foundation, Inc., a Section 501(c)(3) tax-exempt organization, must approve any amendment to these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 26 day of FEBRUARY, 2019.

Central Florida Foundation, Inc.

By: Mark Brewer
Mark Brewer, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Central Florida Foundation, Inc.

By: Mark Brewer
Mark Brewer, President

Date: FEBRUARY 26, 2019