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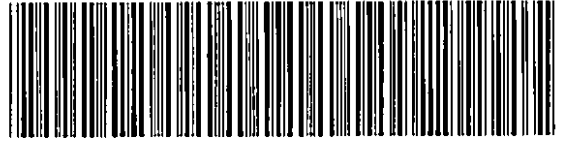
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TALLAHASSEE, FLORIDA

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R. Brumpley

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NONPROFIT HOUSING PRESERVATION

PI, INC

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: Seth

03/20

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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ARTICLES OF INCORPORATION OF NONPROFIT HOUSING  
PRESERVATION PI, INC.

Pursuant to the provisions of §§' 617.1002(1)(b) and 617.1007, Florida Statutes, the undersigned, being the incorporator of NONPROFIT HOUSING PRESERVATION PI, INC. (the "Corporation") does hereby execute, on behalf of the Corporation, the following Articles of Incorporation:

ARTICLE ONE

The name of this Corporation is NONPROFIT HOUSING PRESERVATION PI, INC. It is organized and incorporated under the Florida Not For Profit Act (' 617.001 et seq., Florida Statutes), as a charitable organization the net earnings of which are devoted exclusively to the charitable purposes described in Article Three, below.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

'3.01 The corporation is organized as a non-profit, charitable organization that is authorized to engage in the following charitable purposes:

- A) any and all purposes permissible under Rev. Proc. 96-32, 1996-1 C.B. 717; any and all purposes permissible under Chapter 419, Florida Statutes and Chapter 420, Florida Statutes; any and all purposes permissible under Title 24 C.F.R. Part 92 (the Home Investment Partnerships Program); and to assist in the provision of housing and related services on a not-for-profit basis that is acceptable to federal and state agencies and financial institutions as a sponsor of low-income housing;
- B) the promotion, facilitation, assistance and financing the creation of affordable housing for sale or rent in the State of Florida and to assist local governments in carrying out effective community development and project planning and design activities

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revitalize existing communities, expand economic development and employment opportunities, improve housing conditions and expand housing opportunities to persons and families meeting the safe harbor guidelines of Rev. Proc. 96-32, the purposes of Fla.Stat. Chapters 419 and 420, and all purposes permissible under Title 24 C.F.R. Part 92, and otherwise providing safe, sanitary and affordable housing opportunities to persons and families of low and moderate income, as outlined in the Florida Small Cities Community Development Block Grant Program Act (constituting Fla.Stat. ' ' 290.0401 - 290.049) and other statutes and programs listed below. It shall also serve as a catalyst for community action, a conduit for funds and an advocate for people who desire better and affordable housing but who are not organized for such purposes. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible in furtherance of or to carry out the foregoing purposes. However, it is not a primary purpose of the corporation to be a builder, developer, or real estate management firm. In order to facilitate the ends and purposes described in paragraphs A and B of this Article III, the corporation may elect to obtain the following certifications:

- a "community development corporation" under the Florida Small Cities Community Development Block Grant Program Act; a "local development corporation" as defined in the Community Block Grant regulations contained in Title 24 C.F.R. ' 570.204(C)(3);
- a conduit for Small Business Administration funds pursuant to section 301(d) of the Small Business Investment Act of 1958, as amended; a "community housing development organization" under the Home Investments Partnership Program (Title 24 CFR Part 92); a "community-based organization" or a "neighborhood housing services corporation" under chapter 420 parts IV, V, VI and VII, Florida Statutes;

' 3.02 The corporation shall also be authorized to engage in such other business activities incidental to the foregoing purposes or as may be necessary or permissible for its operation.

#### ARTICLE FOUR

' 4.01 The corporation shall be organized on a non-stock basis pursuant to chapter 617, Fla. Stat. The corporation shall not have members. The powers of this Corporation shall be exercised, its properties controlled and its affairs managed, by a Board of Directors consisting of not less than three (3) persons. From and after the time of filing of these Articles of Incorporation, the total number of directors shall be three (3), with The Partnership, Inc., a Florida nonprofit 501(c)(3) corporation ("TPI") having the power and authority to nominate and appoint members of the Board of Directors. In the event that the Board of Directors shall at any time thereafter decide to increase or change the total number of directors, TPI shall always have the power to nominate and appoint the members of the Corporation's Board of Directors, with the number of directors always being multiples of 3.

' 4.02 Any action required or permitted to be taken by the members of a corporation under any provision of law shall be taken by the Board of Directors, and may be taken without a meeting or notice thereof if all persons then serving on the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors of the Corporation, and any such written action shall have the same force and effect as if taken upon a vote of the Board of Directors at a regular or special meeting thereof. Any certificate or other document filed under any provision of law which relates to action taken as provided in this paragraph shall state that the action was taken by unanimous written consent of the Board of Directors of the Corporation without a meeting and that these Articles of Incorporation and the bylaws of the Corporation authorize the members to so act. Such a statement shall be prima facie evidence of such authority.

#### ARTICLE FIVE

The street address of the initial principal place of business and mailing address

of this Corporation is 2001 W. Blue Heron Blvd., Riviera Beach, Florida 33404.

#### ARTICLE SIX

' 6.01 The name and mailing address of the incorporator of this corporation are: Hugh Jacobs, Executive Vice President of TPI, 2001 W. Blue Heron Blvd., Riviera Beach, Florida 33404. Said incorporator is over the age of eighteen (18) years, sui juris and a citizen of the United States and the State of Florida.

' 6.02 The name and street address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is The Partnership, Inc., 2001 W. Blue Heron Blvd., Riviera Beach, Florida 33404.

#### ARTICLE SEVEN

' 7.01 The names and addresses of the initial Board of Directors at the time of filing of these Articles of Incorporation are as follows:

John Corbett	Hugh Jacobs	Jamie Williamson
2001 W. Blue Heron Blvd.	2001 W. Blue Heron Blvd.	2001 W. Blue Heron Blvd.
Riviera Beach, Fl 33404	Riviera Beach, Florida 33404	Riviera Beach, Florida 33404

The Bylaws may provide for such increase or change, from time to time, in number of directors as is authorized by law.

' 7.02 The Board of Directors shall elect officers of the Corporation to hold the offices specified in the bylaws, which officers shall have the powers and duties set forth in the bylaws. The initial President and CEO of the Corporation shall be John Corbett. The initial vice president of the Corporation shall be Hugh Jacobs. Initially, such officers shall be elected at the first annual meeting of directors and shall serve until their successors in office are elected and qualify.

#### ARTICLE EIGHT

' 8.01 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable

compensation to officers and employees for services rendered to or in behalf of the Corporation.

'8.02 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization described in either ' 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or ' 501(c)(10) of the Code and exempt from federal income taxation under ' 501(a) of the Code (such an organization hereinafter referred to as an "Exempt Organization").

'8.03 The property of this Corporation, whether tangible or intangible, real or personal, is hereby dedicated exclusively to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any other private individual.

'8.04 Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing the same to TPI. If TPI is no longer in existence at the time (if any) of dissolution of the Corporation, the net assets of the Corporation at the time of dissolution shall be distributed exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, literary or fraternal purposes as shall qualify as an Exempt Organization under section 501(c)(3) of the Internal Revenue Code, as the Board of Directors may determine in its discretion. Any assets of the Corporation not so disposed of shall be disposed of by any court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations organized and operated exclusively for such purposes as such court shall determine.

#### ARTICLE NINE

'9.01 The manner of appointment or election of the Corporation's Board of Directors, their qualification for membership on the Board of Directors or serving as an officer of the Corporation shall be regulated by the bylaws of this Corporation.

'9.02 These Articles of Incorporation may amended by resolution of the

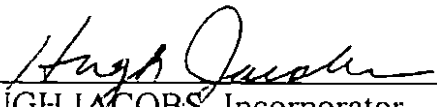
directors proposed and adopted at a duly called meeting thereof or as otherwise provided by law.

'9.03 The bylaws of the Corporation may be altered, rescinded, added to or amended, and new bylaws may be adopted, by following the procedures therefor specified in the bylaws of the Corporation.

#### ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation with the Florida Division of Corporations in accordance with Florida Statutes ' 607.0203.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation are signed by Hugh Jacobs, as incorporator.

  
\_\_\_\_\_  
HUGH JACOBS, Incorporator




STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State and Naming Agent Upon Whom Process May be Served.

The following is submitted, in compliance with, Florida Statutes:

NONPROFIT HOUSING PRESERVATION PI, INC. is a non-profit corporation organized under the laws of the State of Florida, with its initial principal office located at 2001 Blue Heron Blvd., Riviera Beach, FL 33404 and its mailing address being 2001 Blue Heron Blvd., Riviera Beach, FL 33404. The corporation has named The Partnership Inc. as agent to accept service of process within this State at the office specified in his acceptance below.


The Partnership, Inc.

By:   
Hugh Jacobs, Executive Vice President

ACCEPTANCE:

I hereby agree, as Registered Agent of NONPROFIT HOUSING PRESERVATION PIA, INC. to accept Service of Process; to keep my office at 2001 Blue Heron Blvd., Riviera Beach, FL 33404 open during prescribed hours; to post the name of any other officers of said corporation authorized to accept service or process at the Florida designated address in some conspicuous place in said office as required by law.

The Partnership, Inc.

By:   
Hugh Jacobs, Executive Vice President