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FLORIDA PROFIT/NON PROFIT CORPORATION

Sarasota Housing Opportunities Corp.

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November 5, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SHUTTS & BOWEN, LLP

SUBJECT: SARASOTA HOUSING OPPORTUNITIES CORP.
REF: W19000097566

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**ARTICLES OF INCORPORATION
OF
SARASOTA HOUSING OPPORTUNITIES CORP.
a Florida not for profit corporation**

In accordance with Chapter 617 of the Florida Not For Profit Corporation Act, the Corporation's Board of Directors approves the following:

**ARTICLE I
Name of Corporation**

The name of the corporation shall be:

SARASOTA HOUSING OPPORTUNITIES CORP.

**ARTICLE II
Address of Corporation**

The principal and mailing address shall be:

269 South Osprey Avenue
Suite 100
Sarasota, FL 34236

**ARTICLE III
Purpose**

The purposes of the Corporation shall be:

a) to seek and apply, for grants, funds, awards and/or any and all other types of funding designed to advance the governmental purposes, the goals and the missions of the Sarasota Housing Authority (hereinafter referred to as the "Authority");

b) to operate in a manner in which the Corporation shall insure that all of the funding secured by the Corporation inures only to the benefit of the Authority or as directed by the Authority;

c) 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);

d) 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;

e) to generally perform any function necessary to engage in any lawful purpose or purposes not for pecuniary profit;

f) to insure that no part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and

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products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth. 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 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 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;

h) 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;

i) 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;

j) 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;

k) 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

l) 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.

m) to have succession by its corporate name for the period set forth in its Articles of Incorporation;

n) 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;

o) 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,"

p) 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;

q) 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;

r) 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;

s) 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;

t) 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;

u) to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights' or interests thereunder or therein;

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v) to sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

w) 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;

x) 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;

y) to provide relief to the poor, distressed or underprivileged and to promote social welfare through the new construction, repair and rehabilitation of blighted structures resulting in safe, decent and sanitary housing for very low, and moderate-income persons within and without the State of Florida who otherwise would not be able to find or afford a suitable place to live; and

z) 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 the following seven (7) members, until the first election thereof:

John Colon
269 South Osprey Avenue
Suite 100
Sarasota, FL 34236

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Valerie Buchand
269 South Osprey Avenue
Suite 100
Sarasota, FL 34236

Duane G. Finger
269 South Osprey Avenue
Suite 100
Sarasota, FL 34236

Jack Meredith
269 South Osprey Avenue
Suite 100
Sarasota, FL 34236

David Morgan
269 South Osprey Avenue
Suite 100
Sarasota, FL 34236

Peter Greenidge
269 South Osprey Avenue
Suite 100
Sarasota, FL 34236

Earnestine Taylor
269 South Osprey Avenue
Suite 100
Sarasota, FL 34236

The number of Directors shall be seven (7) and the identity of such Directors shall be the same as the Sarasota Housing Authority Board of Commissioners.

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.

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ARTICLE IX
Incorporator

The name and street address of the Incorporator is:

William Russell
269 South Osprey Avenue
Suite 100
Sarasota, FL 34236

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.

ARTICLES XI
Registered Agent

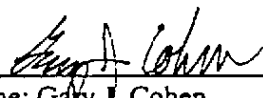
Corporation Company of Miami,
a Florida corporation
200 S. Biscayne Boulevard
Suite 4100 (GJC)
Miami, Florida 33131

REGISTERED AGENT ACCEPTANCE


Having been named Registered Agent to accept service of process on the Corporation at the registered office designated in these Articles of Incorporation, the undersigned company hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as Registered Agent, as provided for in Chapter 605, Florida Statutes.

Date: November 4, 2019

Corporation Company of Miami,
a Florida corporation

By: 
Name: Gary J. Cohen
Title: Vice President

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this
4th day of November, 2019.


Name: William Russell, Incorporator