

4/2/2020

Division of Corporations

Florida Department of State

Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
HAPB SUPPORTING HOUSING OPPORTUNITIES, INC.**

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COVER LETTER

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: HAPB Supporting Housing Opportunities, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Claudia B. Reif, Paralegal
Name (Printed or typed)

P.O. Box 673
Address

Exton, PA 19341
City, State & Zip

(610) 458-6195
Daytime Telephone number

creif@foxrothschild.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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STATE OF FLORIDA
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
HAPB SUPPORTING HOUSING OPPORTUNITIES, INC.

ARTICLE 1. The name of the Corporation is HAPB Supporting Housing Opportunities, Inc. (the "Corporation").

ARTICLE 2. The initial registered agent of the Corporation is Ralph Adderly. The location and mailing address of the initial registered office and initial principal place of business of the Corporation in the State of Florida is 321 West Atlantic Boulevard, Pompano Beach, Florida 33060.

ARTICLE 3. The Corporation is incorporated under the Florida Not For Profit Corporation Act for exclusively charitable, educational, religious, literary, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue Law) (the "Code"). In furtherance of the Corporation's purposes, the Corporation will engage in charitable activities, including, but not limited to: (a) creating, owning, developing, constructing, purchasing and/or managing affordable housing in Pompano Beach, Florida and surrounding areas permitted under Florida law; (b) providing community and social services to the residents of such affordable housing; (c) purchasing, building, acquiring and redeveloping property for affordable housing; (d) financing affordable housing; and (e) making distributions for charitable purposes.

ARTICLE 4. All activities of the Corporation shall be subject to the following restrictions:

A. Except as otherwise provided herein, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation that is exempt from federal income tax and described in Code Section 501(c)(3), or (2) as a corporation, contributions to which are deductible under Code Section 170(c)(2).

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons or enterprises organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person or enterprise, except that the Corporation shall be authorized and empowered

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to pay reasonable compensation for goods and services rendered and make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

E. It is intended that this Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3). All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with this intent. If the Corporation is subject, or ever becomes subject, to the private foundation rules of the Code, the Corporation shall: (1) distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942; (2) not engage in any act of self-dealing as defined in Code Section 4941(d); (3) not retain any excess business holdings as defined in Code Section 4943(c); (4) not make any investments in a manner that would subject it to tax under Code Section 4944; and (5) not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE 5. The term for which the Corporation is to exist is perpetual.

ARTICLE 6. The Corporation shall have one (1) member: The Housing Authority of the City of Pompano Beach (the "Member").

ARTICLE 7. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the bylaws of the Corporation.

ARTICLE 8. Upon the Corporation's dissolution, the Corporation's board of directors, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to the Member, provided that the Member qualifies at such time as a Qualified Organization (as defined below). A "Qualified Organization" is an organization exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3), an organization described in Code Section 170(c)(1) or a government instrumentality described in Code Section 115. In the event that the Member does not exist at such time or fails to qualify at such time as a Qualified Organization, the Corporation's board of directors shall distribute the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, religious, educational, literary and/or scientific purposes as shall at the time qualify as a Qualified Organization or Qualified Organizations, as the Corporation's board of directors shall determine, or to the federal government or a state or local government for a public purpose. No portion of the assets shall inure to the benefit of any director or officer of the Corporation, any other private person or any enterprise organized for profit.

ARTICLE 9. The name and post office address of the incorporator of the Corporation (the "Incorporator") is: Jacqueline Motyl, 747 Constitution Drive, Suite 100, Exton, Pennsylvania 19341.

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IN WITNESS WHEREOF, the Incorporator has signed these Articles of Incorporation
this 2nd day of April, 2020.

**HAPB SUPPORTING HOUSING
OPPORTUNITIES, INC.**

By: 

Jacqueline Motyl, Incorporator**H20000099793 3**

H20000099793 3REGISTERED AGENT ACCEPTANCE OF APPOINTMENT

I, Ralph Adderly, hereby accept the appointment of registered agent in the State of Florida for HAPB Supporting Housing Opportunities, Inc. (the "Corporation") ("Registered Agent"). I understand that, as Registered Agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation, to forward all mail to the Corporation and to immediately notify the Florida Department of State of any changes in the registered office of the Corporation or of my resignation.

By: 

Ralph Adderly, Registered Agent

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TALLAHASSEE, FL**H20000099793 3**