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FLORIDA PROFIT/NON PROFIT CORPORATION
Homestart Services, Inc.

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

QUARLES & BRADY OF TAMPA LLP

SUBJECT: HOMESTART SERVICES, INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The signature page for the registered agent and incorporator is not legible.

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DANIEL L O'KEEFE
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**ARTICLES OF INCORPORATION
OF
HOMESTART SERVICES, INC.**

The undersigned Incorporator, desiring to form a not-for-profit corporation pursuant to and in compliance with Chapter 617, F.S., the Florida Not For Profit Corporation Act (the "Act"), executes and sets forth the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be Homestart Services, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 615 N. Andrews Avenue, Suite 101, Fort Lauderdale, FL 33311.

ARTICLE III

PURPOSES, POWERS, AND PROHIBITED ACTIVITIES

Section 1 Purposes. The Corporation is organized and operated exclusively for the following purposes as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), and the Treasury Regulations promulgated thereunder (the "Regulations"), and as may qualify contributions to it for deductions under Section 170(c)(2), Section 2055(a)(2), and Section 2522 of the Code and the Regulations promulgated thereunder:

- (a) The primary purposes of the Corporation are:
 - (i) To promote the welfare of low and moderate income persons, handicapped persons, physically and mentally disabled persons, homeless persons, older adults and other special needs populations with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness and longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis;
 - (ii) To provide, manage, and/or operate affordable housing to low and moderate income persons, handicapped persons, physically and mentally disabled persons, homeless persons, older adults and other special needs populations;

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- (iii) To facilitate the development, construction, management and operation of affordable housing facilities for low and moderate income persons, older adults, physically and mentally disabled persons, homeless persons and special needs populations;
- (iv) To lessen the burdens of government by providing affordable housing facilities and related services to low and moderate income persons, handicapped persons, physically and mentally disabled persons, homeless persons, older adults and special needs populations;
- (v) To utilize the various federal and state funded housing and health care programs available to nonprofit and tax-exempt organizations to provide affordable housing and supportive services for low and moderate income persons, handicapped persons, physically and mentally disabled persons, homeless persons, older adults and special needs populations;
- (vi) To enter into and execute any and all necessary agreements for projects, programs and services that provide affordable housing with HUD and any other office or agency of the federal, state, county or local governments and any other tax-exempt or private organizations;
- (vii) To hold legal title to unimproved or partially improved real estate for potential future development thereof in connection with the charitable purposes of the Corporation and/or the charitable purposes of its tax-exempt subsidiaries and affiliates;
- (viii) To organize, acquire, establish and maintain an ownership, investment or membership interest in one (1) or more separate subsidiaries and/or affiliated organizations that directly or indirectly promote, support or complement the purposes for which the Corporation is organized and may be operated;
- (ix) To aid, stimulate and assist in the expansion and development of all kinds of low-income, affordable housing structures throughout the global community and in connection therewith to build, construct, alter, repair, rehabilitate and remodel buildings and make other improvements;
- (x) To contribute, either directly or indirectly, money or other property of any kind to or for the use and benefit of institutions, organizations, trusts, funds, foundations and corporations engaged in assisting communities and individuals throughout the global community who need affordable housing;
- (xi) To engage in any and all activities necessary or appropriate to raise funds for the purposes of the Corporation, including the solicitation of direct or indirect contributions from public and private sources wherever located;
- (xii) To empower committed volunteers and donors to share compassion and resources for the charitable and related benefits to be provided by the

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Corporation; and

- (xiii) To do any and all lawful acts that may be necessary, useful, suitable or proper for the furtherance or accomplishment of the foregoing purposes of the Corporation.
- (b) The Corporation shall be organized and operated exclusively for charitable, scientific, testing for public safety, literary or educational purposes which purposes then qualify it for exemption from federal income tax under the provisions of Section 501(c)(3) of the Code and as then qualify contributions to it for deductions under Section 170(c)(2), Section 2055(a)(2), and Section 2522 of the Code.
- (c) In furtherance of the foregoing purposes, the Corporation shall be authorized and empowered to exercise all power and authority granted to it under the Act; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

Section 2 **Powers.** Except as otherwise provided in these Articles of Incorporation, the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a not-for-profit corporation organized under the Act.

Section 3 **Prohibited Activities.**

- (a) No part of the Corporation's income, corpus or principal assets shall ever inure to the benefit of, or be distributable to, directly or indirectly, any private individual, and no director or officer of the Corporation may or shall receive any pecuniary benefit from the same; provided, however, that private individuals may be paid such amounts and reasonable compensation for goods provided and services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the Corporation, as may be fixed in the manner provided by the Board of Directors. No individual shall be precluded from taking such employment and reasonable compensation by reason of the fact that he or she is a director or officer of the Corporation. Except as otherwise provided in these Articles of Incorporation, the Corporation is expressly precluded from advancing or loaning its directors, officers or employees any money or property.
- (b) The Corporation shall not in any manner or to any extent 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) Except as otherwise provided in accordance with Section 501(h) of the Code, no substantial part of the Corporation's activities may consist of carrying on propaganda or otherwise attempting to influence legislation.
- (d) The Corporation shall not accept gifts or other contributions if the use or expenditure of the gift or contribution is subject to any condition which is

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inconsistent with the purposes of the Corporation as set forth in Section 1 of this Article IV.

- (e) The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a Corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), and Section 2522 of the Code.
- (f) The Corporation shall make no advancements for services to be performed in the future, nor shall the Corporation make any loan of money or property, to any director or officer of the Corporation, other than (i) advances of expenses in connection with a possible indemnification matter, or (ii) advances of payments pursuant to any benefit plan or policy adopted by the Corporation's Board of Directors.
- (g) Notwithstanding any other provisions of these Articles of Incorporation, the Act, or any other law, rule or regulation, in the event that the Corporation is classified as a private foundation under Section 509 of the Code, the Corporation shall:
 - (i) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
 - (ii) Distribute during each taxable year amounts sufficient to avoid liability for the tax imposed by Section 4942 of the Code.
 - (iii) Not retain any excess business holdings as defined in Section 4943(c) of the Code.
 - (iv) Not make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code.
 - (v) Not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE IV

MANAGEMENT OF THE CORPORATION AND MANNER OF ELECTION

Section 1 **Authority of Board.** Management of the property, affairs, business and activities of the Corporation shall be supervised and directed by the Board of Directors. The Board of Directors shall possess and may exercise all the powers and authority granted to the Corporation by the Act, by these Articles of Incorporation or by the By-Laws of the Corporation, as now or hereafter in effect.

Section 2 **Number, Term, Appointment of Directors.** The exact number of members of the Board of Directors shall be prescribed from time to time according to the By-Laws of the Corporation; provided, however, that under no circumstances shall the minimum number of

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members of the Board of Directors be less than three (3). The Incorporator shall appoint the initial members of the Corporation's Board of Directors. The By-Laws shall provide for the manner and method of election of the members of the Corporation's Board of Directors.

ARTICLE V

REGISTERED AGENT

The name and Florida street address of the Corporation's registered agent is Kimberly A. Abrams, 2699 Stirling Road, Suite A105, Fort Lauderdale, FL 33312.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Courtney S. Lynch
Quarles & Brady LLP
135 N. Pennsylvania Street, Suite 2400
Indianapolis, IN 46204

ARTICLE VII

MEMBERS

The Corporation shall not have any "members" as that term is defined in section 617.01401(12) of the Act.

ARTICLE VIII

TERM OF EXISTENCE

The Corporation is intended to have perpetual existence.

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the members of the Board of Directors; provided, however, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying the Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deduction under Section 170(c)(2), Section 2055(a)(2), or Section 2522 of the Code.

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ARTICLE X**ADOPTION AND AMENDMENT OF BY-LAWS**

The Corporation reserves the right to make, amend, alter, change or repeal any provisions contained in the By-Laws of the Corporation or in any amendment thereto, by a majority vote of the members of the Board of Directors; provided, however, that such power shall not authorize any amendment, alteration, change or repeal which would have the effect of disqualifying the Corporation as a tax-exempt organization under Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deduction under Section 170(c)(2), Section 2055(a)(2), or Section 2522 of the Code.

ARTICLE XI**DISTRIBUTION OF ASSETS ON DISSOLUTION OR COMPLETE LIQUIDATION**

Upon the dissolution or complete liquidation of the Corporation, and after payment, or provisions are made for the payment, of all liabilities and debts of the Corporation, the remaining assets of the Corporation shall be distributed to an organization or organizations which are, at the time of such distribution, organized and operated exclusively for charitable, educational and scientific purposes that are as similar as possible to those of the Corporation, as determined by the Board of Directors, which purposes then qualify such organization(s) for exemption from federal income tax under the provisions of Section 501(c)(3) of the Code and as then qualify contributions to such organization(s) for deduction under Section 170(c)(2), Section 2055(a)(2), and Section 2522 of the Code. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Judge of the Circuit or County Court of Brevard County, Florida, exclusively for such purposes which are substantially similar to the Corporation's primary purposes set forth in Article III, and to an organization or organizations which are, at the time of such distribution, organized and operated exclusively for charitable, educational or scientific purposes, which purposes then qualify such organization or organizations for exemption from federal income tax under the provisions of Section 501(c)(3) of the Code, and as may qualify contributions to such organization(s) for deduction under Section 170(c)(2), Section 2055(a)(2), and Section 2522 of the code. No Director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation upon the dissolution or complete liquidation of the Corporation.

ARTICLE XII**EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon filing with the Florida Department of State.

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Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.


Signature of Registered Agent

8/17/20
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Signature of Incorporator

8/17/20
Date