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To:

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Email Address: L.Crabbe@nationalchurchresidences.org

FLORIDA PROFIT/NON PROFIT CORPORATION  
NATIONAL CHURCH RESIDENCES OF FAIR HAVENS, INC.

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**NATIONAL CHURCH RESIDENCES OF  
FAIR HAVENS, LLC**

December 23, 2020

Florida Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

2020 DEC 23 PM 1:56

RE: Consent to Use of Same Name

Dear Sir or Madam:

National Church Residences of Fair Havens, LLC, a Florida limited liability company filed under Document No. L19000229511 (the "Company") hereby consents to the use of the name National Church Residences of Fair Havens, Inc., a Florida not-for-profit corporation (the "Corporation") for purposes of the filing of Articles of Incorporation for the Corporation. Furthermore, the member of the Company and the principals of the Corporation are the same parties.

Sincerely,

NATIONAL CHURCH RESIDENCES  
OF FAIR HAVENS, LLC

By: 

Name: Matt Rule

Title: Vice President

**ARTICLES OF INCORPORATION**  
**OF**  
**NATIONAL CHURCH RESIDENCES OF**  
**FAIR HAVENS, INC.**  
**(a Florida Not-For-Profit Corporation)**

Pursuant to the provisions of Section 617.0202 of the Florida Not for Profit Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Articles of Incorporation as follows:

**ARTICLE I**

**NAME**

The name of this corporation is National Church Residences of Fair Havens, Inc. (the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 2335 North Bank Drive, Columbus, OH 43220.

**ARTICLE III**

**PURPOSE**

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not for Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) including but not limited to, the fostering of low income housing to low and moderate income families. The Corporation, in connection with furthering its purposes, shall be permitted to engage (either directly or through ownership of interests) in the acquisition, construction, management, and leasing of the apartments in such buildings to tenants who qualify consistent with, and recognized as charitable by, the Internal Revenue Service in Revenue Procedure 96-32. Consistent with the foregoing, the Corporation shall additionally be permitted to develop, acquire, construct, manage, operate, lease and sell mobile homes, modular housing, manufactured housing and/or mobile home parks. Furthermore, this corporation may engage

only in activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes, the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

#### **ARTICLE IV**

##### **POWERS**

The corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. The corporation's activities are limited by any and all restrictions that are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). No substantial part of the assets or the net earnings of the Corporation shall inure to the benefit of, nor be distributed to, any officer or director of the Corporation, or to any other private person, in such a fashion as to constitute an application of funds not within the purpose of a charitable organizations described in Code Section 501(c)(3). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be a distribution of earnings or assets.

#### **ARTICLE V**

##### **MEMBERS**

The Corporation shall have one member. The name and address of the sole member is National Church Residences, 2335 North Bank Drive, Columbus, Ohio 43220.

#### **ARTICLE VI**

##### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are as follows:

Brian J. McDonough  
150 West Flagler Street, Suite 2200  
Miami, FL 33130

## **ARTICLE VII**

### **BOARD OF DIRECTORS; OFFICERS**

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of three (3) persons. The Board of Directors shall be appointed as provided in the Bylaws of the Corporation, which the Board of Directors shall adopt.

Section 1. The number of directors that constitutes the Board of Directors may be increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

Section 2. The officers of the Corporation will be the President, Vice President, Secretary and Treasurer and such other officers as provided in the Bylaws, who shall be elected by the Board of Directors. The officers shall serve until their successors are duly qualified and elected as provided in the Corporation's Bylaws.

## **ARTICLE VIII**

### **AMENDMENT**

These Articles of Incorporation may be amended as provided in the Corporation's Bylaws.

## **ARTICLE IX**

### **DISSOLUTION**

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed as provided by law to National Church Residences, if at that time it is a charitable organization described in Code Section 501(c)(3) or, if not, then to one more or charitable organizations described in Code Section 501(c)(3), as selected by the Board of Directors.

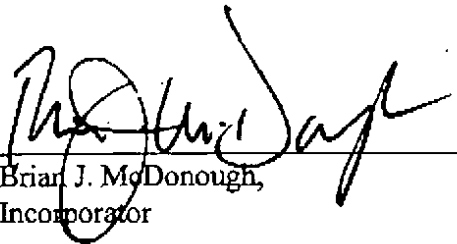
**ARTICLE X**

**REGISTERED OFFICE**

The name and address of the initial registered office and the initial registered agent of the Corporation are:

Cogency Global Inc.  
115 N. Calhoun Street, Suite 4  
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of December, 2020.

  
\_\_\_\_\_  
Brian J. McDonough,  
Incorporator

### REGISTERED AGENT ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated Florida not for profit corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating 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 617, Florida Statutes.

COGENCY GLOBAL INC.

/s/ Eric Hood

Assistant Secretary