

# N220 00007534

## Florida Department of State

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### FLORIDA PROFIT/NON PROFIT CORPORATION C4 SOUTHWEST HAMMOCKS, INC.

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**ARTICLES OF INCORPORATION  
OF  
C4 SOUTHWEST HAMMOCKS, INC.  
a Florida not for profit corporation**

**ARTICLE I – NAME**

The name of the Corporation is **C4 SOUTHWEST HAMMOCKS, INC.** (the "Corporation").

**ARTICLE II – ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation are:

1398 SW 1<sup>st</sup> Street  
12<sup>th</sup> Floor  
Miami, Florida 33135

**ARTICLE III – PURPOSE**

The general nature of the objects, purposes, power, and limitations of the Corporation shall follow:

a) to provide and develop affordable housing opportunities for and to engage in or assist in the development or operation of affordable housing for persons of low and moderate income, including families, elderly, and/or handicapped persons primarily located in, but not limited to Miami Dade County and Broward County, Florida and also developments in the surrounding areas;

b) 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);

c) 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;

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

e) 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 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;

f) 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 (ii) by an organization,

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contributions to which are deductible under Section 17(c)(2) of such Code as it now exists or as it may be amended;

g) 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 1986 or corresponding section of any federal tax code;

h) 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;

i) 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;

j) 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 federal tax code; and

k) 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.

The Corporation shall have the power to:

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

(b) sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as natural person;

(c) 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";

(d) 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;

(e) 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;

(f) 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 its property, franchises or income;

(g) 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;

(h) 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;

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

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

(k) purchase, take receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof;

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(l) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(m) make donations and work together with public or private entities to encourage and facilitate the provision of affordable housing opportunities to persons and families of low and moderate income. For the public welfare, and for religious, charitable, scientific, educational or other similar purposes;

(n) have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and

(o) the above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes Section 617.0302, 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 - INITIAL DIRECTORS**

Stephanie Berman  
1398 SW 1<sup>st</sup> Street  
12<sup>th</sup> Floor  
Miami, Florida 33135

Stephen Danner  
1398 SW 1<sup>st</sup> Street  
12<sup>th</sup> Floor  
Miami, Florida 33135

Carol Fine  
1398 SW 1<sup>st</sup> Street  
12<sup>th</sup> Floor  
Miami, Florida 33135

#### **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**

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Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation by transferring such assets to any charitable, scientific, religious or educational organization as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State revenue law), or to any governmental or other entities with purposes similar to the Corporation's, such disposition to be as the Board of Directors shall determine. Any assets remaining after such disposition by the Board of Directors shall be disposed of by the Circuit Court of the county in which the Corporation's principal offices are located pursuant to the procedures for judicial dissolution, Florida Statutes Section 617.1431.

#### **ARTICLE IX – 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.

#### **ARTICLE X – INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is as follows:

Stephanie Berman  
1398 SW 1<sup>st</sup> Street  
12<sup>th</sup> Floor  
Miami, Florida 33135

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
5<sup>th</sup> day of July, 2022.

  
Stephanie Berman, Incorporator

#### **ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT**

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

Stephanie Berman  
1398 SW 1<sup>st</sup> Street  
12<sup>th</sup> Floor  
Miami, Florida 33135

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**REGISTERED AGENT ACCEPTANCE**

Having been named to accept service of process for the above-stated corporation at the address designated in the Articles of Incorporation, the undersigned corporation 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 607, Florida Statutes.

Date: July 5, 2022, 2022.

**STEPHANIE BERMAN**  
Stephanie Berman

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