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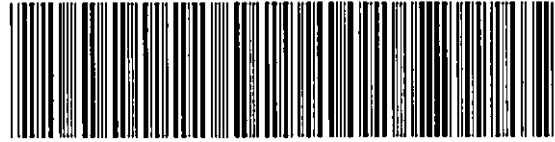
(Business Entity Name)

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DATE: 02/27/23

NAME: VISTA BREEZE HACMB, INC.


TYPE OF FILING: ARTICLES

COST: 70.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



A handwritten signature in black ink, consisting of a stylized 'M' followed by a horizontal line that extends across the page and then curves downwards to the right.

COVER LETTER

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

SUBJECT: Vista Breeze HACMB, 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: Jennifer Vinciguerra

Name (Printed or typed)

2800 Kelly Rd., Ste. 200

Address

Warrington, PA 18976

City, State & Zip

215-918-3588

Daytime Telephone number

E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME Vista Breeze HACMB, Inc.
The name of the corporation shall be: _____

ARTICLE II PRINCIPAL OFFICE

Principal <u>street</u> address:	Mailing address, if different is:
200 Alton Road	_____
_____	_____
Miami Beach, FL 33139	_____
_____	_____
_____	_____

ARTICLE III PURPOSE See Attached
The purpose for which the corporation is organized is: _____

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: Annual Resolutions

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: <u>David Greeff, President</u>	Name and Title: <u>Matti Bower, Vice-President</u>
Address: <u>200 Alton Road</u>	Address: <u>200 Alton Road</u>
<u>Miami Beach, FL 33139</u>	<u>Miami Beach, FL 33139</u>
_____	_____
Name and Title: <u>Leonor Fernandez, Secretary</u>	Name and Title: <u>David Greeff, Treasurer</u>
Address: <u>200 Alton Road</u>	Address: <u>200 Alton Road</u>
<u>Miami Beach, FL 33139</u>	<u>Miami Beach, FL 33139</u>
_____	_____
Name and Title: _____	Name and Title: _____
Address: _____	Address: _____
_____	_____
_____	_____

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TELEPHONE STATE

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Alexander L. Palenzuela, Law Office of Alexander L. Palenzuela, P.A.

Address: 1200 Brickell Avenue, Suite 1950
Miami, FL 33131

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TALLAHASSEE, FL

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Alexander L. Palenzuela, Law Office of Alexander L. Palenzuela, P.A.

Address: 1200 Brickell Avenue, Suite 1950
Miami, FL 33131

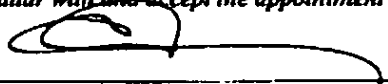
ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

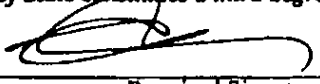


Required Signature of Registered Agent

2/16/23

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.



Required Signature of Incorporator

2/16/23

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
Vista Breeze HACMB, Inc.

Article III: Purpose

Vista Breeze HACMB, Inc. (the "**Corporation**") is organized exclusively 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) create, own, develop, construct, operate, purchase, and/or manage affordable and/or low-income and moderate-income housing in the Miami Beach, Florida area, the charges for such services predicated upon the provision, maintenance, and operation thereof on a nonprofit basis, (b) provide community and social services to the residents of such affordable housing and residents of the Miami Beach, Florida area, (c) purchase, build, acquire, and redevelop property to encompass the stated purpose, and (d) develop and otherwise foster affordable and/or low-income and/or moderate-income housing.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 to pay reasonable compensation for goods and services rendered and make payments and distributions in furtherance of the purposes set forth in Article 8.

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 IX: The Corporation shall have a member. The sole member of the Corporation shall be the Housing Authority of the City of Miami Beach, Florida (the "**Member**").

Article X: Distribution of assets upon dissolution:

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.

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