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**FLORIDA PROFIT/NON PROFIT CORPORATION
DBQHS- FOXCROFT, INC.**

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ARTICLES OF INCORPORATION**DBQHS - FOXCROFT, INC.
A Florida Not for Profit Corporation**

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, the Florida Not for Profit Corporation Act, and hereby adopt the following Articles of Incorporation:

ARTICLE I**Name**

The name of the Corporation shall be DBQHS - FOXCROFT, INC. (the "Corporation").

ARTICLE II**Principal Office**

The principal place of business of the Corporation is 1101 West Dania Beach Blvd, Suite 100, Dania Beach, FL 33004.

ARTICLE III**Corporate Duration**

The Corporation shall have perpetual existence.

ARTICLE IV**Corporate Purpose and Powers**

- A. The Corporation is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.
- B. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3).
- C. To the extent consistent with the preceding paragraph and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to the following: (1) provide housing for low- and moderate-income people that is safe, secure, and affordable in perpetuity in Dania Beach; (2)

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provide affordable homeownership opportunities for low- and moderate-income people in Dania Beach, while preserving the quality and affordability of the homes for future low- and moderate-income residents of the community; (3) acquire land in Dania Beach to be held in perpetuity for the primary purpose of providing affordable homeownership; (4) combat community deterioration in economically disadvantaged neighborhoods of Dania Beach, by promoting the development, rehabilitation, and maintenance of decent housing in these neighborhoods; promoting economic opportunities for low-income residents of these neighborhoods, by making land available for projects and activities that improve the quality of life in these neighborhoods, and by assisting residents of these neighborhoods in improving the safety and well-being of their community; (5) protect the natural environment and to promote the ecologically sound use of land and natural resources in Dania Beach and the long-term health and safety of the community.

D. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

E. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE V

Membership

The Corporation shall have no members.

ARTICLE VI

Manner of Election

The manner in which the directors are elected or appointed shall be stated in the Bylaws of the Corporation.

ARTICLE VII

Registered Agent and Street Address

The name and Florida street address of the initial registered agent is David N. Tokes, 2255 Glades Road, Ste. 200-E, Boca Raton, FL 33431. Unless otherwise designated, the registered agent of the Corporation shall be the then current Executive Director of Housing 360 Corporation.

ARTICLE VIII

Incorporator

The name and address of the Incorporator to these Articles of Incorporation is David N. Tokes, 2255 Glades Road, Ste. 200-E, Boca Raton, FL 33431.

ARTICLE IX

Board of Directors

The number of Directors shall be fixed by the Board of Directors of Dania Beach Quality Housing Solutions, Inc., the 100% owner of all shares of the Corporation. The Directors shall be elected and appointed by the Board of Directors of the Dania Beach Quality Housing Solutions, Inc., its successors or assigns. The initial Board of Directors shall consist of the following members, and the name and street address of the initial Board of Directors is as follows:

Name

Address

Robert Adams, Director

1101 West Dania Beach Blvd
Suite 100
Fort Lauderdale, FL 33312

Luis Rimoli, Director	1101 West Dania Beach Blvd Suite 100 Fort Lauderdale, FL 33312
Anne Castro, Director	1101 West Dania Beach Blvd Suite 100 Fort Lauderdale, FL 33312
Celeste Oatman, Director	1101 West Dania Beach Blvd Suite 100 Fort Lauderdale, FL 33312
Tiffany Carlise, Director	1101 West Dania Beach Blvd Suite 100 Fort Lauderdale, FL 33312
Colin Donnelly, Director	1101 West Dania Beach Blvd Suite 100 Fort Lauderdale, FL 33312

The Corporation shall indemnify any person who is or was a member of the Board of Directors to the fullest extent permitted by law.

ARTICLE X

By-Laws

The initial Bylaws of this Corporation shall be adopted by the Board of Directors. The ByLaws may be amended from time to time by the Board of Directors.

ARTICLE XI

Amendment of Articles of Incorporation

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XII
Dissolution

In the event of the dissolution or final liquidation of the Corporation, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, shall transfer or dispose of the Corporations' s property and assets to the Housing Authority of the City of Pompano Beach for exclusively public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds, or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distributions of any Corporation assets upon dissolution or sale of the assets of the Corporation.

ARTICLE XIII
Effective Date

In accordance with Florida Statutes 617.0203(1), the effective date for commencement of corporate existence shall be immediately upon the filing of these Articles of Incorporation.

ARTICLE XIV
BOARD ACTION AND CONSENT

Any action taken by the Board of Directors shall require approval by the Board of Directors of Dania Beach Quality Housing Solutions, Inc., its successors or assigns. If the Board of Directors of Dania Beach Quality Housing Solutions does not approve the action of the Corporation's Board of Directors, the action shall have no force or effect.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto affixed his hand and seal this _____ day of August, 2023.

David N. Tolces

IN WITNESS WHEREOF, the Incorporator hereto has hereunto affixed his hand and seal this
30 day of August, 2023.

[Signature]

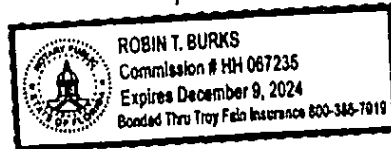
David N. Tolces

STATE OF FLORIDA)
) ss:
 COUNTY OF ~~BROWARD~~ PALM BEACH)

The foregoing instruments was acknowledged before me by means of ☒ physical presence or
☐ online notarization this 30th day of August, 2023, by David N. Tolces, who is personally known
 to me and who did take an oath.

[Signature]

NOTARY PUBLIC/State of Florida
 My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

I agree as Resident Agent to accept Service of Process, to keep office open during prescribed hours, to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.



David N. Tolces
Signature/Registered Agent

August 30, 2023

Date

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