

LEGAL SERVICES OF GREATER MIAMI, INC.

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MARCIA K. CYPEN
Executive Director

DON L. HORN
President

VICTOR M. DIAZ, JR.
1st Vice President

JUANITA B. HORTON
2nd Vice President

VANCE SALTER
Treasurer

ANGEL CORTINAS
Secretary

March 16, 1995

N950000001344

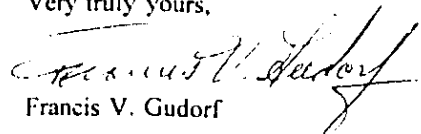
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

Enclosed are two executed copies of the Articles of Incorporation of H.O.W. Community Development Corporation and a check in the amount of \$122.50 to cover the filing fee, enrollment of the registered agent and a certified copy of the filed Articles. I would be most appreciative if you would return the certified copy to the undersigned at the above address.

Please contact the undersigned if you have any questions or comments concerning the enclosed. Thank you for your assistance.

Very truly yours,


Francis V. Gudorf

N.P.
DOD
3/21/95
N95 344

ARTICLES OF INCORPORATION
OF
H.O.W. COMMUNITY DEVELOPMENT CORPORATION
A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

Article I

The name of the corporation is H.O.W. COMMUNITY DEVELOPMENT CORPORATION. The principal place of business and the mailing address of this corporation shall be 162 S.W. 1st Avenue, Homestead, Florida 33030.

Article II

The name and the street address of the initial registered agent of this corporation is Micheline Ducena, 162 S.W. 1st Avenue, Homestead, Florida 33030.

Article III

The period of duration of this corporation is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida.

Article IV

The number of Directors shall be fixed in accordance with the Bylaws of the corporation but shall never be fewer than three individuals. The method of election of the Board of Directors and their terms shall be as provided in the Bylaws of the corporation.

Article V

The name and street address of the incorporator for these Articles of Incorporation is Micheline Ducena, 162 S.W. 1st Avenue, Homestead, Florida 33030.

Article VI

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- 1) To raise the economic, educational and social levels of the residents of the southern portion of Dade County, Florida, including members of the minority community who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines; to foster and promote community wide interest and concern for the problems of said residents to

the end that (a) educational and economic opportunities may be expanded, (b) sickness, poverty, crime and environmental degradation may be lessened, and (c) racial tensions, prejudice, and discrimination, economic and otherwise, may be eliminated.

2) To expand opportunities available to said residents and groups to own, manage and operate business enterprises in economically depressed areas, to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises, and to assist said residents and groups in obtaining financial support from other sources.

3) To expand opportunities available to said residents and groups to obtain adequate housing accommodations by constructing, rehabilitating and providing decent, safe and sanitary housing in Dade County for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of this corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites for the purpose of combatting the deterioration of the community and contributing to its physical improvement.

4) To aid, support and assist by gifts, contributions or otherwise other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise to influence legislation.

5) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

6) All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that this corporation will qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article VII

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article VIII

This corporation is organized exclusively for charitable and educational purposes. This corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. This corporation shall not distribute any gains, profits or dividends to the directors or officers thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out this corporation's charitable and educational purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable and educational purposes no part of which inure to the benefit of any individual.

Article IX

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Article X

Upon winding up and dissolution of this corporation, the assets of this corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986, to be used exclusively for charitable and educational purposes. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which this corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

Article XI

In the event that this corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1954, this corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

Article XII

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of this corporation shall be indemnified by this corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors or administrators) may be entitled apart from this Article XII.

Execution

These Articles of Incorporation are hereby executed by the incorporator on this _____ day of _____, 1995.

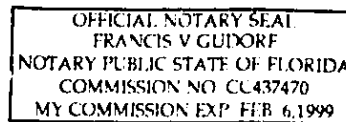
Micheline Ducena, Incorporator

STATE OF FLORIDA)
 ss.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Micheline Ducena, who is personally known to me ~~or who has produced~~ _____ as ~~identification~~ and who did take an oath, and who executed the foregoing instrument as incorporator in my presence.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of March, 1995.

Francis V. Guidorf
NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:



REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

I, Micheline Ducena, hereby accept my appointment as registered agent for H.O.W.
COMMUNITY DEVELOPMENT CORPORATION, a Florida not for profit corporation.

Micheline Ducena

Date