

N950000173

CURTIS MINIMA
UNITED DEVELOPMENT COMM., INC.

3706 N. Ocean Blvd., Suite #370

Ft. Lauderdale, FL 33308

NO.

28

USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

Walk in

Pick up time

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

| NEW FILINGS |
|-------------------|
| Profit |
| NonProfit |
| Limited Liability |
| Domestication |
| Other |

| AMENDMENTS |
|--|
| Amendment |
| Resignation of R.A., Officer, Director |
| Change of Registered Agent |
| Dissolution/Withdrawal |
| Merger |

| OTHER FILINGS |
|------------------|
| Annual Report |
| Fictitious Name |
| Name Reservation |

| REGISTRATION/ QUALIFICATION |
|--------------------------------|
| Foreign |
| Limited Partnership |
| Foreign Partnership |
| Trademark |
| Other |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1995

CURTIS MIMNA
3706 NO. OCEAN BLVD. STE. 370
FORT LAUDERDALE, FL 33308

SUBJECT: UNITED DEVELOPMENT COMMUNITIES, INC.
Ref. Number: W95000007120

We have received your document for UNITED DEVELOPMENT COMMUNITIES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE REGISTERED AGENT'S ADDRESS MUST BE IN THE ARTICLES OF INCORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 495A00014881

April 6, 1995

TERRI BUCKLEY
CORPORATE SPECIALIST
FLORIDA DEPARTMENT OF STATE
CORPORATE RECORDS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

Subject: UNITED DEVELOPMENT COMMUNITIES, INC
Ref. Number: W95000007120
Letter number: 495A00014881

Enclosed, please find original documents (Articles of Incorporation) for UNITED DEVELOPMENT COMMUNITIES, INC., with the address of the Registered Agent.

We would very much appreciate your speedy filling of our documents.

Thank you,

A handwritten signature in cursive script, appearing to read "Priscilla Barker".

Priscilla Barker
3706 N. Ocean Blvd., Suite 370
Fort Lauderdale, FL 33308
305 537-3055

**ARTICLES OF INCORPORATION
OF
UNITED DEVELOPMENT COMMUNITIES, INC.
*A NONPROFIT CORPORATION***

We, the undersigned, with other persons being desirous of forming a Nonprofit Corporation, under the provisions of the Nonprofit Corporation Law of the State of Florida, do agree to the following:

ARTICLE 1. NAME

The name of the Corporation shall be:

UNITED DEVELOPMENT COMMUNITIES, INC.
(D/B/A UDC, INC.)

The principal place of business of this corporation shall be:
3706 N. Ocean Boulevard, Suite # 370, Ft. Lauderdale, Florida 33308

ARTICLE 11. PURPOSE

Said Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law. Specifically, UDC, Inc. will:

- (1) Engage in activities designed to raise the economic welfare, educational and social levels of under privileged or low income residents throughout Dade and Broward County;
- (2) Stimulate and encourage community economic development in minority, poor or disadvantaged communities by expanding the opportunities for residents of those communities to obtain affordable, low cost housing and to enter into business enterprises designed to improve the social and economic fabric of the low-income community;
- (3) Provide low income housing to low and moderate income area residents through acquisition, construction and or rehabilitation activities;
- (4) Cooperate with other local, state, regional or national groups in the common endeavor to advance community economic development;

- (5) Promote the purpose and effectiveness of community economic development by any and all means consistent with the public interest.

Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by an Organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE 111. POWERS

In furtherance, but not in limitation of the foregoing charitable, educational, literary and scientific purposes, the corporation shall have the following powers:

- (1) To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or services so acquired for the purposes above mentioned;
- (2) To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for moneys borrowed, or in payment for property acquired or for any of the purposes of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the corporation;
- (3) To invest and reinvest its funds in such mortgages, bonds, notes, debentures shares or preferred and common stock, and property, real, personal or mixed, tangible or intangible, as the corporation's board of directors shall deem advisable and as may be permitted by law;
- (4) To exercise all other rights and powers conferred upon corporations formed under the Nonprofit Corporation Law of the State of Florida, provided, however, that the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary purposes of the corporation.
- (5) All of the foregoing purposes and powers shall be exercised exclusively for charitable, scientific, and educational purposes in such a manner so that the corporation shall qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, and as amended.

ARTICLE IV. FORMATION

The Corporation is formed solely for charitable, educational, literary and scientific purposes. The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the members thereof, or to any individual, 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 its specific and primary purposes. The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable, educational, literary and scientific purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any Director, Officer, or Member thereof or to the benefit of any individual.

ARTICLE V. WINDING UP OR DISSOLUTION

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization and used exclusively to accomplish the general purposes for which this corporation is organized. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which the Corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

ARTICLE VI. RESTRICTIONS

In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code of 1954, the 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; and shall not make any investments in such manner as to subject it to tax under section 4942 or 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 VII. MEMBERSHIP

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons as from time to time may become members as stated in the bylaws

ARTICLE V111. MANAGEMENT.

The business of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than three. The Board of Directors shall be elected and hold office in accordance with the bylaws. The name and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

| | |
|----------------------------|---|
| Curtis Mimna, Director | 3706 N. Ocean Blvd, Suite 370 Ft. Lauderdale, FL 33308 |
| Priscilla Barker, Director | 3706 N. Ocean Blvd, Suite 370 Ft. Lauderdale, FL 33308 |
| Ron Revaes, Director | 3706 N. Ocean Blvd, Suite 370 Ft. Lauderdale, FL 33308 |

ARTICLE 1X. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| | |
|---|---|
| Curtis Mimna, President | 3706 N. Ocean Blvd, Suite 370 Ft. Lauderdale, FL 33308 |
| Priscilla Barker, Executive Vice-President/Secretary | 3706 N. Ocean Blvd, Suite 370 Ft. Lauderdale, FL 33308 |
| Ron Revaes, Treasurer | 3706 N. Ocean Blvd, Suite 370 Ft. Lauderdale, FL 33308 |

ARTICLE X. INCORPORATORS

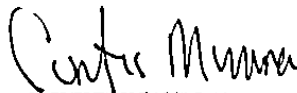
The name and street address of the incorporator to these Articles of Incorporation and initial registered agent is:

| | |
|-------------------------|---|
| Curtis Mimna, President | 3706 N. Ocean Blvd, Suite 370 Ft. Lauderdale, FL 33308 |
|-------------------------|---|

ACKNOWLEDGEMENT OF REGISTERED AGENT:

Having been named as 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.

Dated this 4th day of January, 1995.



Curtis Mimna
(Registered Agent)

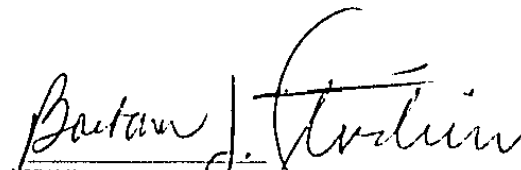
3706 N. OCEAN BLVD, SUITE 370
FT. LAUDERDALE, FL 33308

STATE OF FLORIDA)
SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4th day of January, 1995

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP JULY 22, 1995
BONDED THRU GENERAL INS. UND.



NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP JULY 22, 1995
BONDED THRU GENERAL INS. UND.
NOTARY PUBLIC

IN WITNESS WHEREOF, we the undersigned, being the persons named above as first directors, have executed these Articles of Incorporation, the 4th day of January, 1995.

BY: Curtis M. Mimna
Curtis Mimna, President

BY: Ron Revalos
Ron Revalos, Treasurer

BY: Priscilla A. Barker
Priscilla Barker, Executive Vice-President/
Secretary

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared: Curtis Mimna, Precilla Banks, and Ron Revalas, the persons whose names subscribed to the within instrument, and acknowledged to me that they executed those Articles of Incorporation.

WITNESS my hand and seal this 4 th day of January, 1995.

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JULY 22, 1995
BONDED THRU GENERAL INS. UND.

Barbara J. Frolisner

NOTARY PUBLIC

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP JULY 22, 1995
BONDED THRU GENERAL INS. UND.

N95000001713

CURTIS JOHN MIMNA
3706 NORTH OCEAN BLVD., SUITE 370
FORT LAUDERDALE, FLORIDA 33308
954-537-3055
FAX 305 564-7890

July 17, 1996

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

300001901398
-07/23/96--01030--019
*****87.50 *****87.50

RE: ARTICLES OF AMENDMENT
UNITED DEVELOPMENT COMMUNITIES
DOCUMENT NO. N 95000001713

Gentlemen:

Enclosed are the required documents to amend the Articles of Incorporation of United Development Communities, Inc., a Florida non-profit corporation. Also attached is a check for \$87.50 payable to the Department of State to cover the filing and certified copy fees of the amendment.

If you have any questions please call. We look forward to receiving our certified copy.

Very truly yours,

Curtis John Mimna

Curtis John Mimna

FILED
96 JUL 22 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

St 7/29
Amend.

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

UNITED DEVELOPMENT COMMUNITIES, INC.

A NONPROFIT CORPORATION

FILED
96 JUL 22 PM 3:41
TALLAHASSEE, FLORIDA

United Development Communities, Inc. (the Corporation) filed its original Articles of Incorporation with the Florida Department of State on April 12, 1995.

The Corporation now wishes to amend its Articles of Incorporation. For this reason this Article of Amendment was adopted by the Corporation's Board of Directors at a regular meeting with a quorum present which was held on July 2, 1996. This meeting of the board of directors met the requirements of both the Articles of Incorporation and the By-laws.

The membership of the organization has approved and adopted this Article of Amendment at a meeting held on July 9, 1996. The meeting of the membership met the requirements of both the Articles of Incorporation and the By-laws.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

The Articles of Incorporation of United Development Communities, Inc. are hereby amended as follows:

1. Article V. of the Articles of Incorporation is hereby replaced. The new Article V. reads as follows:

ARTICLE V.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax code, or shall be distributed to the Federal, State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

UNITED DEVELOPMENT COMMUNITIES, INC.
CORPORATION NAME

IN WITNESS WHEREOF, we the undersigned hereby execute this Article of Amendment.

BY: Curtis John Mimna
Curtis John Mimna, President

CURTIS JOHN MIMNA
Typed or printed name

Attest: Priscilla H. Barker
Priscilla H. Barker, Secretary

7-17-96
Date