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TAMPA-HILLSBOROUGH ACTION PLAN INC.

May 5, 1995

The State of Florida
Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32314

9503235-01026-002
****190.00 ****122.50

Dear Sir:

Please find attached the Articles of Incorporation being filed on behalf of THAP Homes, Inc.

The registered agent for this Corporation is Carl Klein, located at 5015 N. 22nd Street, Tampa, Florida 33610.

Should you have further questions please call Carl Klein at (813) 237-6800.

Very Truly Yours,

Robert L. Cole, Sr.
President

*Will
want*

FILED
MAY 5 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed

THAP
5015 N. 22nd Street
Tampa, Florida 33610
237-6800 Office

"Working Together Will Make A Difference"

"We Care"

FAX (813) 238-2588

ARTICLES OF INCORPORATION
OF
THAP HOMES, INC.

FILED

95 MAY -5 AM 9:22

SECRETARY OF STATE

In compliance with the requirements of the Law of the State of Florida, the undersigned, all of whom are residents of Hillsborough County, Florida, and all of whom are of full age, have this day voluntarily associated themselves to gather for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I
Name

This Corporation will be known as THAP HOMES, INC., hereafter referred to as the "Corporation."

ARTICLE II
ADDRESS OF CORPORATION

The address of this Corporation's registered office in the State of Florida, County of Hillsborough, is initially 5015 N. 22nd Street, Tampa, Florida 33610, and the name of the initial registered agent at such address is Carl Klein.

ARTICLE III
Purpose

The purpose for which the Corporation was incorporated under the Non-Profit Corporation Law of the State of Florida and the business and objects to be carried on and promoted by it, are as follows:

A. This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to meet all the Federal, State, County or City guidelines to qualify as a Community Housing Development organization, provide affordable housing for low to moderate income families, elderly and handicapped persons with housing facilities and services specially designed to meet their economic, physical, social, and/or psychological needs, and to promote their health, security, happiness, and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

B. 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 actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall consist of 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 public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

C. To solicit, receive, maintain and administer a fund, or funds, contributions received by gifts, deed, bequest, or devise and otherwise to acquire money, securities, real or personal property, rights, and services of every kind and description, and to hold, invest, expend, contribute, use sell or otherwise dispose of any money, securities, property rights, or services so acquired for the above mentioned purposes.

D. To borrow or raise money and to make, accept, endorse, execute, and issue promissory notes from time to time, as may be necessary to carry out the purposes of the corporation.

E. To enter into, make and perform contracts of every kind and description, and to sue and to be sued as a corporation.

F. To obtain information, conduct research, surveys, and studies; and to prepare reports as to markets, programs, services, skills, sources of financing, and other matters necessary to effect the purposes of the corporation.

ARTICLE IV POWERS

The Corporation is empowered:

A. To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.

B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same, by mortgage, pledge, or other lien on the Corporation's property.

C. To do and perform all acts reasonable necessary to accomplish the purposes of the Corporation, including the execution of a Use Agreement, and Amended Regulatory Agreement and any other agreements required by the Secretary of the Department of Housing and Urban Development ("HUD"), State, County, or City Housing Governmental Agencies.

D. To design, plan, develop, construct, any and all aspects relating to the construction of low to moderate income single family and multifamily housing and/or construction of commercial properties, and/or management of any structure.

E. Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II.A hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, 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 of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V MEMBERSHIP

1. Qualifications.

Membership in the Corporation shall, at all times, be limited to eight (8) but no more than 12 individuals who support the aims, goals and purposes of this corporation as expressed in Article III of these Articles of Incorporation and who are accepted into membership by the Board of Directors for this Corporation.

2. Voting.

Each member shall be entitled to one (1) vote at all regular or special meetings of the Members of the Corporation. At each meeting of the Members, every member having the right to vote shall be entitled to vote in person or by proxy executed in writing by such member or by his duly authorized attorney in fact, and filed with the Secretary of the Corporation. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event

shall a proxy, unless coupled with an interest, be voted on after three years from the date of its execution. Elections for directors shall be by cumulative voting. Upon demand made by a member of any election for directors before the voting begins, the election shall be by ballot or those procedures set forth by the Directors.

ARTICLE VI BOARD OF DIRECTORS

1. Powers and Number.

The affairs of the Corporation shall be managed by its Board of Directors which may exercise all powers of the corporation and do all lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised and done by the Members. There shall be no more than (12) Members of the Board of Directors.

ARTICLE VII Election and Term of Office

The Directors shall be appointed at each Annual Meeting of the Members and shall hold office for an indefinite term as deemed by the Board of Directors.

ARTICLE VIII LIMITATION ON DIRECTOR LIABILITY

1. Personal Liability.

A Director of the corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action.

2. Standard of Care

(a) Each Director of the corporation shall stand in a fiduciary relation to the corporation and shall perform his duties as a Director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the board of Directors upon which he does not serve, duly designated in accordance with the law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a).

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Corporation.

ARTICLE IX TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation be the Department of the State of Florida, and this corporation shall have perpetual existence thereafter, unless and until sooner dissolved according to law.

ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of two thirds (2/3) of the Directors.

ARTICLE XI INDEMNIFICATION

1. General.

The Corporation shall indemnify each officer, director and employee ("Indemnitees") from the expenses and risks as set

forth in these Articles and if such Indemnatee has acted in good faith or in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation.

2. Expenses.

Indemnitees shall be indemnified against all expenses (including attorney's fees), judgments and amounts paid in settlement actually and reasonably incurred by the indemnitee in connection with any threatened, pending or completed action, suit or proceeding, (other than an action by or in the right of the Corporation) by reason of the fact that the Indemnitee is or was an employee, officer or director of the Corporation.

ARTICLE XII
BYLAWS

The Bylaws of this corporation shall be promulgated by the Board of Directors and may be amended as provided therein.

ARTICLE XIII
REASONABLE COMPENSATION FOR SERVICES RENDERED

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation in carrying out one or more of its purposes.

ARTICLE XIV
INITIAL BOARD OF DIRECTORS AND OFFICERS

The affairs of this Corporation shall be managed by a Board of Directors, who shall be members of Corporation. The names and addresses of the eight (8) persons who are to act in the capacity of initial Directors and Officers until such time other Directors are appointed.

<u>Name</u>	<u>Address</u>
Robert Cole, Sr. President	11719 Tom Folsom Rd. Tampa, Florida 33592
Robert Shipp Vice-President	4424 Atwater Drive Tampa, Florida 33610
Rev. George W. Sadler Secretary	5095 East Palm Ave. Tampa, Florida 33602
Rev. Louis Jones Treasurer	222 Faithway Dr. Tampa, Florida 33605

James A. Hammond
Director

2505 19th Ave.
Tampa, Florida 33607

Robert R. Scott
Director

3604 Rivergrove Drive
Tampa, Florida 33610

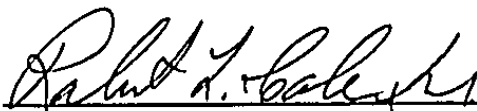
Dr. Earl J. Lonnard
Director

7402 78th Street South
Tampa, Florida 33601

Monroe Mack
Director

3002 St Conrad
Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned, being the subscriber and incorporator and the person named herein as the initial President of the Corporation, has executed these Articles of Incorporation on the 4th day of May, 1995.



Robert L. Cole, Sr.
President

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 4th day of May, 1995, by Robert L. Cole, Sr., who is personally known to me, and who did not take an oath.

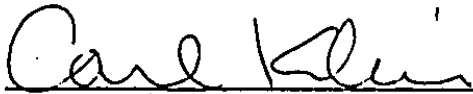
Notary Public

My Commission Expires

THAP HOMES, INC., desiring to organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, 5015 N. 22nd Street, Tampa, Florida 33610, has named Carl Klein located at 5015 N. 22nd Street, Tampa, County of Hillsborough, State of Florida, 33610, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above - named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.



Carl Klein

FILED
JUN -5 1972
CLERK OF COURT
HILLSBOROUGH COUNTY, FLA.