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TALLAHASSEE, FL 32301
904-222-8086
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NR 95-3005

ACCOUNT NO. : 072100000032

REFERENCE : 634556 4133A

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 122.50

ORDER DATE : July 10, 1995

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ORDER TIME : 10:15 AM

ORDER NO. : 634556

CUSTOMER NO: 4133A

CUSTOMER: Marcia Cox, Legal Assistant
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: QUALITY HOUSING FOUNDATION,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS:

T. BROWN JUL 10 1995

FILED
95 JUL 10 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NR 95-3005



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 5, 1995

CSC NETWORKS

The name QUALITY HOUSING FOUNDATION, INC. has been reserved for 120 days beginning July 5, 1995. The reservation number is R95000003005 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 495A00032576

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95 JUL 10 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
QUALITY HOUSING FOUNDATION INC.
(a corporation not-for-profit)

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME.

The name of this corporation is:

QUALITY HOUSING FOUNDATION INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The address of the principal office and the mailing address of the Corporation is:

800 N. Miami Avenue, Suite 1506

Miami, Florida 33136

ARTICLE III. PURPOSES.

A. This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. The primary purpose of the corporation is to develop services and activities to support the development, operation and maintenance of affordable housing for low and moderate income families. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code

of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

(1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

(3) To borrow money but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement of 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, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

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

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall exist perpetually.

ARTICLE V. DIRECTORS.

Directors of the Corporation shall be elected as provided in the Bylaws. All corporate power shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Directors of the corporation. The corporation shall have no members and the Directors shall have the sole voting power.

ARTICLE VI. REGISTERED AGENT.

The name and address of the registered agent of the corporation is:

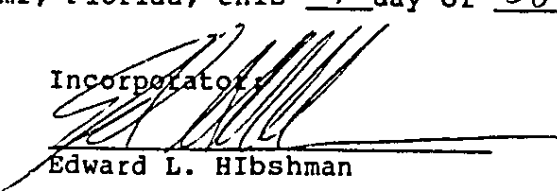
<u>Name</u>	<u>Address</u>
Edward L. Hibshman	800 N. Miami Avenue, Ste 1506 Miami, Florida 33136

ARTICLE VIII. INCORPORATOR.

<u>Name</u>	<u>Address</u>
Edward L. Hibshman	800 N. Miami Avenue, Ste 1506 Miami, Florida 33136

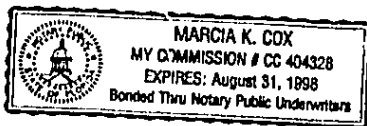
Executed at Miami, Florida, this 7 day of July, 1995.

Incorporator:


Edward L. Hibshman

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
7 day of July, 1995, by Edward L. Hibshman, as President of
Quality Housing Foundation, a Florida corporation not-for-profit, on
behalf of the corporation. He is personally known to me and did not
take an oath.



Marcia K. Cox
Name MARCIA K. COX
Commission No. 404328
Notary Public
State of Florida at Large

My commission expires: 8/31/98

FILED
95 JUL 10 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of the Quality Housing Foundation Inc., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 48.091.

By: 

Edward L. Hibshman

qualart.inc