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FROM: ADORNO & ZEDER, P.A.

DEPARTMENT OF STATE

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STATE OF FLORIDA

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NAME: METRO-MIAMI COMMUNITY DEVELOPMENT CORPORATION

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ARTICLES OF INCORPORATION
OF
METRO-MIAMI COMMUNITY DEVELOPMENT CORPORATION

ARTICLES I. - NAME

The name of this corporation is the Metro-Miami Community Development Corporation (the "Corporation") and its principal place of business and mailing address at the time of the filing of these Articles is: 2515 N.W. 20th Street, Miami, Florida 33142.

ARTICLES II. - ENABLING LAW

This Corporation is organized pursuant to the "Corporations Not For Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

ARTICLE III. - PURPOSE AND DURATION

A. This Corporation is organized and shall be operated exclusively for religious, charitable, education, sports, athletic and recreational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, but without limitation of the foregoing, the primary purpose of the Corporation will be to provide housing to low income families in Dade County, Florida under policies to be determined by the Board of Trustees which are in accordance with the following:

Prepared by:
Gregory St. John
Adorno & Zeder, P.A.
2601 South Bayshore Drive
Miami, Florida 33133
Telephone: (305) 860-7224
Florida Bar No: 0240941

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a) at least 75% of the housing units will be made available to persons or families who earn 60% or less of the median income of Dade County, Florida, as determined by "HUD Section 8 Limits" and as adjusted for family size; and

b) the remaining 25% of the housing units will be made available to persons on the lower end of the economic spectrum who may not necessarily be members of a charitable class.

The policies of the Board of Trustees with regard to the design, site, development and management of affordable housing projects for low income housing beneficiaries must be developed by one or more of the following:

- a) a special committee of residents or neighbors of a proposed development site;
- b) a neighborhood advisory council;
- c) neighborhood or town meetings; or,
- d) a special committee of the Board of Trustees which is comprised of residents of the area under consideration.

B. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, its directors,

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trustee, officers, or other private persons, 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 the tax exempt purposes set forth herein.

C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined in Section 617.0105, Florida Statutes. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

D. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section

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501(h) of the Code), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

E. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

ARTICLE V. - MEMBERSHIP

The Corporation will have no members unless and until approved by a majority vote of the Board. If and when so approved, membership in the Corporation will then be open to any person, family, corporation, or other entity upon receipt by the Corporation of a written application and payment of an annual fee (if not waived) to be established by the Board of Trustees. Admission to membership in the Corporation will be by a majority vote of the Board of Trustees. The authorized number, the different classes of membership, dues (if any), and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of this Corporation.

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ARTICLE VI. - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Trustees composed of members who shall be elected, removed and replaced, as provided in the By-Laws. The number of Trustees may be increased or decreased from time to time as the Board may determine, however, the number of Trustees shall not be less than three.

ARTICLE VII. - INITIAL BOARD OF TRUSTEES

The Board of Trustees shall be comprised of at least one-third of its membership from residents of low income neighborhoods or other low income community residents, or the elected representatives of low income neighborhood organizations.

The names and addresses of the initial Board of Trustees shall be as listed below:

<u>Name</u>	<u>Address</u>
Rafael Cabezas - Chairman	3300 S.W. 107th Avenue Miami, Florida 33165
Angel Gonzalez	3280 W. Flagler Street Miami, Florida 33134
Alberto Martincz-Echenique	6800 S.W. 52nd Street Miami, Florida 33155
Carlos Martell	6311 S.W. 34th Street Miami, Florida 33155
Danny Iglesias	6300 Lake Champlain Terrace Miami Lakes, Florida 33014

SENT BY:

2-27-90 : 3:25PM :

ADORNO ZEINER-

1# 0/ 0

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Lazaro Paz

15235 N.W. 87th Place
Miami Lakes, Florida 33016

Cesar Perez

c/o 2515 N.W. 20th Street
Suite 2-A
Miami, Florida 33142

ARTICLE VIII - DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Corporation's members eligible to vote. All the property and assets of this Corporation are and shall be irrevocably dedicated to religious, charitable, educational, sports, athletic and recreational purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Code, as amended. No part of said property or assets shall ever inure to the benefit of any member, Trustee or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets are available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed shall be disposed of by

SENT BY:

2-27-96 : 3:20PM :

ADORNO ZEDER-

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the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

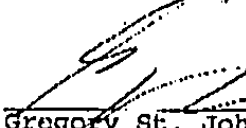
ARTICLES IX. - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the person signing these Articles of Incorporation is:

Name
Gregory St. John

Address
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of February, 1996.




Gregory St. John, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

Pursuant to Section 48.091 and 617.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of Metro-Miami Community Development Corporation and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act.

Date: February 14, 1996



Gregory St. John, Registered Agent

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