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*Berman Judge & Reardon*

*Sp. Comm. H*

FAX (904) 922-4000 BERMAN WOLFEBRENNER CONTACT: KIM GREENBERG P.2/6  
PHONE: (305) 577-4166  
FAX: (305) 373-6036  
DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: ALLAPATTAH COMMUNITY HOUSING, INC.  
FAX AUDIT NUMBER: H96000005276 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 04/15/1996 TIME REQUESTED: 12:12:12  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER:  
076103002011

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TALLAHASSEE, FLORIDA

*[Signature]*  
4/17

APR-16-1996 16:52 FROM: BERMAN WOLFE & RENNERT

TO 17211679119049224000 P.01



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 15, 1996

BERMAN WOLFE & RENNERT

MIAMI, FL

SUBJECT: ALLAPATTAH COMMUNITY HOUSING, INC.  
REF: W9600008097

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H96000005276  
Letter Number: 496A00017427

Project Number: 066-EE041 H96000005276  
Project Name: Allapattah Community Housing, Inc.  
Project Location: 2400 N.W. 14th Street, Miami, Florida 33125 (project address)  
2257 N.W. North River Dr., Miami, Florida 33125 (mailing address)

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**CERTIFICATE OF INCORPORATION OF  
ALLAPATTAH COMMUNITY HOUSING, INC.**

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of Florida and further certify that;

**Article I**

- (a) The name of the corporation is Allapattah Community Housing, Inc., referred to as "the Corporation."
- (b) The existence of the Corporation will be perpetual life.
- (c) The principal office of the Corporation will be located at 2257 N.W. North River Drive, Miami, Florida 33125.
- (d) The registered agent of the Corporation is Leon J. Wolfe, whose post office address is Berman Wolfe & Rennert, P.A., 100 S.E. Second Street, Suite 3500, Miami, Florida 33131-2130.

**Article II**

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) To provide elderly or disabled persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.
- (b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit, charitable and/or educational purposes including, for such purposes, the making

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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 purpose, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis. No part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual

(c) 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 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 campaign on behalf of or in opposition to any candidate for 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 a 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.

### Article III

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, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.

(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 Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances and project rental assistance under Section 202 or Section 811. Such Regulatory Agreement

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and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) In the event of a dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation other than one created for religious purposes: Provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development. 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 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 IV

The number of directors (trustees) of the Corporation shall be seven (7). The original directors (trustees) and the term for which each will serve, are set below:

Name:	Term:
Ardo Mesa 3471 N.W. 5th Street Miami, FL 33125	Term: 1 year
Ralph Packingham 1740 N.W. 55th Street Miami, FL 33142	Term: 1 year
Hiram Gomez 4540 S.W. 68th Court Circle, #4 Miami, FL 33155	Term: 1 year
Jesus A. Carama 3630 S.W. 26th Street Miami FL 33133	Term: 1 year
Douglas Dutton 12550 W. 44th Place Hialeah, FL 33012	Term: 1 year
Randy Egues 16841 N.W. 80th Court Hialeah, FL 33016	Term: 1 year

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Jose E. Dausa  
9145 Fountainbleu #8  
Miami, FL 33174

Term: 1 year

The directors (trustees) shall serve without compensation and until their successors are elected and have qualified. The directors shall be elected in the manner set forth in the By-laws of the Corporation.

The directors of the Corporation shall, at all time, be limited to individuals who are either members of Allapattah Community Action, Inc., or nonmembers who have the approval of the Board of Trustees (Directors) of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member of Allapattah Community Action, Inc., or if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director (trustee) of the Corporation.

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors (trustees) of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors (trustees) shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

The annual meeting shall be held each year within four months after the close of the corporation's fiscal year at a time and place designated by the Board of Directors.

**ARTICLE V**

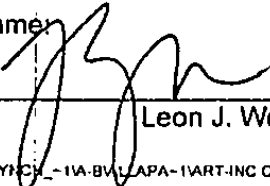
By-laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof.

**ARTICLE VI**

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

Signed by the incorporator this 16 day of April, 1996.

Name:

  
\_\_\_\_\_  
Leon J. Wolfe

Address:

Berman Wolfe & Rennert, P.A.  
100 S.E. Second Street, Suite 3500  
Miami, Florida 33131-2130

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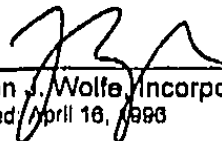
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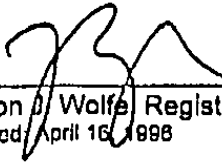
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ALLAPATTAH COMMUNITY HOUSING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Leon J. Wolfe, located at 35th Floor, International Place, 100 Southeast Second Street, Miami, FL 33131-2130, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Leon J. Wolfe, Incorporator  
Dated: April 16, 1996

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Leon J. Wolfe, Registered Agent  
Dated: April 16, 1996

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