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*Patricia Pizit*

ORDER DATE : May 17, 1996

ORDER TIME : 10:16 AM

ORDER NO. : 957707

CUSTOMER NO: 4381472

CUSTOMER: Lois A. McCoy, Legal Assistant  
BROAD AND CASSEL

600001015356

390 N. Orange Avenue  
Suite 1100  
Orlando, FL 32801

DOMESTIC FILING

NAME: THE FLORIDA KEYS HOUSING AND  
COMMUNITY PARTNERSHIP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

*CP*  
*5/17/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 17 PM 2:20

ARTICLES OF INCORPORATION  
OF

FILED  
CLERK OF STATE  
CORPORATIONS  
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THE FLORIDA KEYS HOUSING AND COMMUNITY PARTNERSHIP, INC.

Pursuant to Chapter 617 of the Florida Business Corporation Act, the undersigned hereby submits the following Articles of Incorporation of The Florida Keys Housing and Community Partnership, Inc., a Florida not-for-profit corporation.

ARTICLE I  
NAME

The name of this corporation shall be THE FLORIDA KEYS HOUSING AND COMMUNITY PARTNERSHIP, INC. (hereinafter called the "Corporation").

ARTICLE II  
INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and the mailing address of the Corporation shall be 1403 - 12th Street, Key West, Florida 33040.

ARTICLE III  
PURPOSE

This Corporation is a not-for-profit corporation. This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code and such purposes include, without limitation:

1. To provide safe, decent, and sanitary housing that is affordable to low and moderate income persons in the area of operation of the Florida Keys.

2. To provide the education, training and other related assistance necessary for low-income individuals and groups to become self-sufficient in order to own, manage, and operate housing and other related enterprises in the Florida Keys;

3. To provide prevention, intervention and treatment programs for residents living in assisted, subsidized, or public housing;

4. To assist in obtaining the financial and other support required for the purposes of the Corporation;

5. To receive, administer, invest, sell, lease, or apply property in any form, or the income therefrom, for the purposes described herein; and

6. For the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by laws of the State of Florida, Section 290.033(2), Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE IV MEMBERSHIP

The voting members of the Corporation shall be one person chosen by each of the Monroe County Housing Finance Authority ("MCHFA"), Key West Housing Authority ("KWA") and Monroe County Housing Authority ("MCHA").

#### ARTICLE V INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801, and the name of the Corporation's initial registered agent at that address is B&C Corporate Services of Central Florida, Inc.

#### ARTICLE VI BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) nor more than nine (9) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of directors shall be stated in the Bylaws. The names and addresses of the persons who shall serve as the initial directors are as follows:

<u>Name of Director</u>	<u>Designating Entity</u>
Rocky Hubert	MCHFA
Bonnie Young	MCHA
Frank Toppino	KWA

ARTICLE VII  
INCORPORATORS

The name and address of the person signing these Articles of Incorporation is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

ARTICLE VIII  
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 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 XIX  
LIMITATIONS

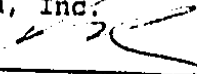
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X  
DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The officers and directors shall be indemnified by the Corporation to the maximum extent allowed by law.

The undersigned Incorporator has executed these Articles of Incorporation on this \_\_\_\_ day of May, 1996.

B&C Corporate Services of Central  
Florida, Inc.

By:   
Randal M. Alligood  
Vice President

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
CLERK OF STATE  
CORPORATIONS

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Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is THE FLORIDA KEYS HOUSING AND COMMUNITY PARTNERSHIP, INC.
2. The name and address of the registered agent and office is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

B&C Corporate Services of Central Florida, Inc.  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801

THE FLORIDA KEYS HOUSING AND  
COMMUNITY PARTNERSHIP, INC.

By: B&C Corporate Services of  
Central Florida, Inc.

By: Randal M. Alligood  
Randal M. Alligood  
Vice President  
Title: Incorporator

Dated this \_\_\_\_ day of May, 1996.

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.

B&C Corporate Services of Central  
Florida, Inc.

By: Randal M. Alligood  
Randal M. Alligood  
Vice President

Dated this \_\_\_\_ day of May, 1996.