

N 96 800000 3946
Charter Number Only

HUGO E Dorta
Requestor's Name
501 Brickell Key Dr 300
Address
Miami, FL
City State ZIP Phone
377-2100

VALIDATION ONLY

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JUN 29 1996

CORPORATION(S) NAME

DADE County Low-Income Housing Organization



Empire Toll Free: 1-800-432-3028

- ☒ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☒ Walk In
- ☐ Amendment
☐ Dissolution
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call If Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of Registered Agent
☐ Certificate Under Seal
☐ After 4:30
☐ Mail Out
- ☒ Pick Up

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DIVISION OF BANKING & FINANCE

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Examiner
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Acknowledgment
W.P. Verifier

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JUL 29 1996

ARTICLES OF INCORPORATION
OF
DADE COUNTY LOW-INCOME HOUSING ORGANIZATION, INC.

The undersigned incorporator(s) for the purpose of forming a corporation Not-for-Profit pursuant to the laws of the State of Florida, Chapter 617, (the "Act") hereby adopts these Articles of Incorporation.

ARTICLE I
NAME OF THE CORPORATION

The name of this corporation shall be:

DADE COUNTY LOW-INCOME HOUSING ORGANIZATION, INC.

The Corporation shall be referred to in this instrument as the "Organization", and these Articles of Incorporation shall be referred to as the "Articles", and the By-Laws of the Corporation shall be referred to as the "By-Laws".

ARTICLE II
PURPOSE OF THE ORGANIZATION

The purpose for which the Organization is organized is to provide the following: (1) Promote the acquisition, development, expansion and revitalization of real estate in order to provide safe, accessible and affordable housing to low-income individuals; (2) Establish programs designed to encourage and expand affordable home-ownership opportunities to low-income individuals; and (3) Establish programs designed for low-income neighborhood revitalization.

ARTICLE III
TERM OF EXISTENCE

The Organization shall have perpetual existence.

ARTICLE IV
ADDRESS OF ORGANIZATION

The initial address of the principal place of business of this Organization in the State of Florida is:

COURVOISIER CENTRE
501 BRICKELL KEY DRIVE, 3rd FLOOR
MIAMI, FLORIDA 33131

The Board of Directors may from time to time move the principal office(s) and/or principal place of business to any other address.

ARTICLE V
POWERS OF THE ORGANIZATION

The powers of the Organization shall include and be governed by the following:

5.1 GENERAL. The Organization shall have all of the common-law and statutory powers of a corporation Not-for-Profit and under the laws of the State of Florida which are not in conflict with the provisions of these Articles, the By-Laws and/or the Act.

5.2 ENUMERATION. The Organization shall have the powers and duties set forth in the Act, except as limited by the Act, those powers and duties in these Articles, the By-Laws, and all of the powers and duties reasonably necessary to operate the Organization, and as described in the By-Laws, as they may be amended from time to time, including but not limited to, the following:

(a) To erect and maintain property (real, personal and/or mixed) for the above-mentioned purpose(s) and to engage in any operation incidental, essential and in furtherance of any and all of the purpose(s) of the Organization;

(b) To solicit and/or accept funds, donations, devise, bequest, contributions, aid, endowments and/or gifts in furtherance of any and all of the purpose(s) of the Organization;

(c) To purchase, invest, buy, acquire, own, mortgage, operate, lease, sell, trade, receive by purchase, donation or otherwise, any property (real, personal and/or mixed) and to hold, use and dispose of said property (real, personal and/or mixed) in furtherance of any and all of the purpose(s) of the Organization;

(d) To borrow money(ies), apply for mortgage loans, to sign, execute and/or issue evidences of indebtedness in furtherance of any and all of the purpose(s) of the Organization;

(e) To secure mortgage loans and/or other indebtedness in furtherance of any and all of the purpose(s) of the Organization by pledge, deed of trust and/or other lien;

(f) To apply for, solicit, obtain and/or contract with any governmental agency (federal, state and/or local) for mortgage loans or other financial assistance in the form of grants (or otherwise) in furtherance of any and all of the purpose(s) of the Organization;

(g) To maintain, repair, replace, reconstruct, add to and operate any property (real, personal and/or mixed) and/or other property acquired or leased by the Organization in furtherance of any and all of the purpose(s) of the Organization;

(h) To purchase insurance for any property (real, personal and/or mixed) and for the protection it's officers, directors, employees, and/or agents of the Organization;

(i) To employ personnel, faculty, staff and/or workers to perform the services required for the proper operation of the Organization in furtherance of any and all of the purpose(s) of the Organization; and

(j) To engage in any activity (of any nature whatsoever), and to enter into, perform and execute contracts, agreements and/or pledges in furtherance of any and all of the purpose(s) of the Organization.

5.3 ASSETS OF THE ORGANIZATION. All funds and the title to all properties acquired by the Organization and their proceeds shall be held for the benefit and use of the Organization in accordance with the provisions these Articles and the By-Laws.

5.4 DISTRIBUTION OF INCOME. The Organization shall make no distribution of income to it's Director(s), Officer(s) and/or Members. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to any Director(s) Officer(s) and/or any Member(s) of the Organization, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Organization affecting one or more of it's purposes) and no Director(s), Officer(s) and/or Member(s) of the Organization, or any other private individual

shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Organization.

No substantial part of the activities of the Organization shall be for the purpose of carrying on of propaganda, or otherwise attempting to influence legislation. The Organization shall not participate in, or intervene in (including but not limited to, the publication or the 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 and/or the By-Laws, the Organization shall not carry out any activity(ies) not permitted to be conducted or carried out by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

5.5 DISSOLUTION OF THE ORGANIZATION. Upon dissolution of the Organization, the Board of Directors shall after paying or making provisions for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purposes of the Organization and in such manner, or to such corporations Not-for-Profit which are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of the assets not so disposed of as stated herein shall be disposed of by the Circuit Court of the Eleventh Judicial Circuit, in and for Dade County, State of Florida, exclusively for such purpose(s) or to such corporations Not-for-Profit, or a public agency(ies), or as otherwise authorized by the statutes of the State of Florida pertaining to a corporation Not-for-Profit.

5.6 LIMITATION. The powers of the Organization shall be subject to, and shall be exercised in accordance with the provisions hereof, the By-Laws and the Act, provided however, that in the event of conflict, the provisions of the Act shall control over those of these Articles and/or the By-Laws.

ARTICLE VI **MEMBERS OF THE ORGANIZATION**

6.1 MEMBERSHIP. The members of the Organization shall consist of the Board of Directors ("Members"), and may include, such other individual(s) and/or entity(ies) approved from time to time.

6.2 VOTING. There shall be one (1) vote for each member on all matters upon which the Members shall be entitled to vote, which vote shall be exercised or casted in the manner provided by the By-Laws and these Articles. In the event that the Members cannot reach a resolution or decision because of a deadlock and/or split decision in the voting, the President shall have the final decision and judgment on said matter, and said decision and resolution by the President shall be binding and effective with regards to said matter.

6.3 MEETINGS. The By-Laws shall make provisions for regular, special and annual meetings of Members, and such other meetings as designated by the Board of Directors.

ARTICLE VII
INCORPORATOR(S) OF THE ORGANIZATION

The name and street address of the Incorporator(s) of these Articles of Incorporation is/are:

<u>NAME</u>	<u>ADDRESS</u>
1. HUGO E. DORTA	COURVOISIER CENTRE 501 BRICKELL KEY DRIVE, 3rd FLOOR MIAMI, FLORIDA 33131

ARTICLE VIII
OFFICER(S) OF THE ORGANIZATION

The affairs of the Organization shall be administered by the officer(s) holding the offices designated in the By-Laws. The officer(s) shall be elected by the Board of Directors of the Organization at it's first meeting following the annual meeting of the members of the Organization and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officer(s), for filling vacancies and for the duties and qualifications of the officer(s). The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors is/are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT	HUGO E. DORTA	c/o HUGO E. DORTA, P.A. COURVOISIER CENTRE 501 BRICKELL KEY DRIVE, 3rd FLOOR MIAMI, FLORIDA 33131
VICE-PRESIDENT	ELIZABETH LEBRON	10100 N.W. 41 STREET MIAMI, FLORIDA 33178
SECRETARY	NANCY B. DORTA	c/o HUGO E. DORTA, P.A. COURVOISIER CENTRE 501 BRICKELL KEY DRIVE, 3rd FLOOR MIAMI, FLORIDA 33131
TREASURER	MARIA CRUZ	14505 S.W. 148th COURT ROAD MIAMI, FLORIDA 33186

ARTICLE IX
DIRECTOR(S) OF THE ORGANIZATION

9.1 NUMBER AND QUALIFICATION. The property, business and affairs of the Organization shall be managed by the Board of Directors consisting of the number of Directors determined in the manner provided by the By-Laws, but which shall consist of not less than four (4) Directors.

9.2 DUTIES AND POWERS. All of the duties and powers of the Organization existing under the Act, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, it's agents, contractors and/or employees.

9.3 ELECTION AND REMOVAL. The Directors of the Organization shall be elected at the annual meeting of the Members in the manner determined by, and subject to the qualifications set forth in the By-Laws. The Director(s) of the Organization may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE X
INDEMNIFICATION

10.1 INDEMNITY. The Organization shall indemnify the person who was or is a party, or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a Director, Officer, employee or agent of the Organization, against expenses (including but not limited to, attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceedings unless: (a) A court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Organization, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful; and (b) Such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he/she reasonably believed to be not in, or opposed to, the interest of the Organization, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful.

10.2 EXPENSES. To the extent that a Director, Officer, employee and/or agent of the Organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to these Articles hereof, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including but not limited to, attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

10.3 ADVANCES. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Organization in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the affected Director, Officer, employee or agent to re-pay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Organization as authorized in these Articles.

10.4 MISCELLANEOUS. The indemnification provided by this Article hereof shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 INSURANCE. The Organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Organization, or is or was serving, at the request of the Organization, as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Organization would have the power to indemnify him/her against such liability under the provisions of these Articles.

10.6 AMENDMENT. Anything to the contrary herein notwithstanding, the provisions of these Articles may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XI
BY-LAWS OF THE ORGANIZATION

The first By-Laws of the Organization shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and these Articles.

ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the said corporation shall be the following and the registered office shall be located at:

LAW OFFICES OF HUGO E. DORTA, P.A.,
Attorneys & Counselors At Law
Courvoisier Centre
501 Brickell Bay Drive, 3rd Floor
Miami, Florida 33131
Attention: Hugo E. Dorta, Esquire

or such other place as the Board of Directors shall from time to time designate, with appropriate notice being given to the Secretary of State.

ACKNOWLEDGMENT OF
ACCEPTANCE OF REGISTERED AGENT

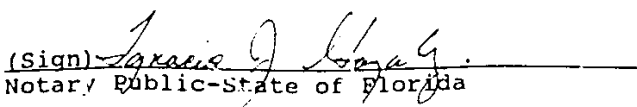
The undersigned agrees to act in the capacity of registered agent and to accept the service of process for the above-stated corporation at the place designated in the Articles of Incorporation. The undersigned further agrees to fully comply with the provisions of all applicable statutes and laws of the State of Florida relating to the proper and complete discharge of it's duties.

(Sign) 
Registered Agent
Print Name: HUGO E. DORTA

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared HUGO E. DORTA who acknowledges to having executed the foregoing instrument (X) who is personally known to me and/or () who has produced _____ as identification and who did take an oath.

Witness my hand and seal in the County and State last aforesaid this 25 day of JULY, 1996.

(Sign) 
Notary Public-State of Florida

(Affix Notary Public's Seal)

IN WITNESS WHEREOF, I have set our hands/seals at Miami, Dade County, Florida this 25 day of JULY, 1996.

HUGO E. DORTA, Incorporator

[illegible]

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared

HUGO E. DORTA

who acknowledges to having executed the foregoing instrument
(X) who is personally known to me and/or () who has produced
_____ as identification
and who did take an oath.

Witness my hand and seal in the County and State last
aforesaid this 25 day of JULY, 1996.

(Sign) Sgt. J. J. J. J.
Notary Public-State of Florida

(Affix Notary Public's Seal)

This Instrument Was Prepared By
and Please Return To:
LAW OFFICES OF HUGO E. DORTA, P.A.
Attorneys & Counselors At Law
Courvoisier Centre
501 Brickell Key Drive, 3rd Floor
Miami, Florida 33131
Telephone: (305) 377-2100
Attention: Hugo E. Dorta, Esquire