

N9600004468

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 27 PM 3:33

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

OFFICE USE ONLY

200001932892
-08/27/96--01070--020
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. Housing Finance Authority of Dade County Foundation, Inc
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

Walk in Pick up time 1:00
 Mail out Will wait Photocopy Certified Copy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECORDED
96 AUG 27 AM 10:57
DIVISION OF CORPORATIONS

Examiner's Initials _____
D. BROWN AUG 27 1996

SECRET FILED STATE
DIVISION OF CORPORATIONS
95 AUG 27 PM 3:33

ARTICLES OF INCORPORATION

Housing Finance Authority of Dade County Foundation, Inc.
(a Florida corporation not for profit)

The undersigned, acting as incorporator of Housing Finance Authority of Dade County Foundation, Inc. under the Florida Not For Profit Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I. NAME.

The name of the corporation is Housing Finance Authority of Dade County Foundation, Inc. and its principal address is at 25 West Flagler Street, Miami, Florida 33130.

ARTICLE II. TERM.

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE.

This corporation is formed solely to pursue such charitable, educational and recreational purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or corresponding section of any future United States Internal Revenue Law. Within the scope of the foregoing, the corporation is specifically organized to acquire, construct, reconstruct or rehabilitate real property, buildings and any other real property, designed or intended for the primary purpose of

providing decent, safe, and sanitary residential housing for persons or families of low, moderate or middle income, or over the age of 65, whether new construction, the acquisition of existing residential housing, or the remodeling, improvement, rehabilitation, or reconstruction of existing housing, together with such related nonhousing facilities as the corporation determines to be necessary, convenient or desirable. The corporation may engage in such activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purpose, as permitted under the laws of Florida and the United States.

ARTICLE IV. ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, this corporation will not carry on any activities not permitted to be carried on by (a) a corporation qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any future United States Internal Revenue Law.

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code). The corporation shall not participate in, or intervene in (including

the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE V. DEDICATION AND DISTRIBUTION OF ASSETS.

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director or Officer of the corporation or any private individual unless such Member, Director, Officer or private individual is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or as a political subdivision under Section 115 of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments or distributions in furtherance of the purposes set forth above in Article III.

Upon the dissolution of the corporation or the winding up of its affairs, the residual assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. No Member, Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the residual corporate assets upon dissolution of the corporation.

ARTICLE VI. BOARD OF DIRECTORS.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The powers of the Board of Directors, the

qualifications for serving as a Director, and the manner of selection of Directors shall all be specified in the corporation's Bylaws. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than 3 nor more than 20. The names and addresses of the initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Don L. Horn, Chairman	200 S.E. 1st Street, Suite 1100 Miami, FL 33131
Milton J. Wallace	2222 Ponce de Leon Boulevard Suite 600 Coral Gables, FL 33134
Rose Gordon	6400 S.W. 50th Street Miami, FL 33155
Eunice Martin	1444 Biscayne Boulevard Suite 220 Miami, FL 33132
Rey Sanchez	10400 S.W. 19th Street Miami, FL 33165
James Atkins	8101 S.W. 140 Terrace Miami, FL 33158
Aida Diego	6421 S.W. 16 Terrace Miami, FL 33155
Emiliano Antunez	736 East 10th Street Hialeah, FL 33010
Carlos Plantada	8603 South Dixie Highway Suite 302 Miami, FL 33143
Manuel B. Viamonte	358 West 58th Terrace Hialeah, FL 33012

Anna Loggott

11380 N.W. 27th Avenue
Room 8201
Miami, FL 33167

Shalley Jones

1000 Brickell Avenue, #600
Miami, FL 33131

ARTICLE VII. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE VIII. MEMBERSHIP.

The Housing Finance Authority of Dade County (Florida) shall be the sole member of this corporation.

ARTICLE IX. BYLAWS.

The power to adopt, alter, amend or repeal corporate bylaws shall be vested in the Board of Directors. Upon notice properly given, corporate bylaws may be adopted, altered, amended, or repealed by majority vote of the Directors present at any regular or special meeting called for that purpose.


ARTICLE X. AMENDMENTS TO ARTICLES.

The corporation reserves the right to amend, alter, change, or repeal any provision of these Articles of Incorporation in the manner proscribed by law.

ARTICLE XII. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida and the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 26 day of August, 1996.


Peter E. Salomon, Incorporator
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

SECRET FILED STATE
DIVISION OF CORPORATIONS
95 AUG 27 PM 3:33

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

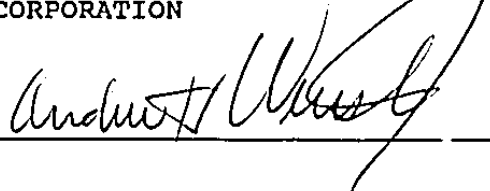
That the Housing Finance Authority of Dade County Foundation, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Ave., Suite 3000, Miami, Florida, 33131, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Not for Profit Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 26 day of August, 1996.

INTRASTATE REGISTERED AGENT
CORPORATION



MIA3-306640.2