

RICHARD I. BLINDERMAN, P.A.
ATTORNEYS AT LAW

N96000004654

August 27, 1996

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
AUG 29 1996
TALLAHASSEE, FL 32314

Re: Hialeah Affordable Housing Corp.
Our File 112.09(a)

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent for Hialeah Affordable Housing Corp.. Enclosed, as well, is a \$122.50 check for the following:

Certified Copy	\$ 52.50
Registered Agent Designation	35.00
Filing Fees	<u>35.00</u>
TOTAL	\$122.50

Upon your receipt and filing of the documents, please send me, at the address stated below on our letterhead, a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely,



Richard I. Blinderman

RIB:elb
Enclosures

cc: Orlando Prendes

*Called for
replacement of page 3*

*PMC
9/5/96*

613

RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
AUG 29 1996
TALLAHASSEE, FL 32314

RICHARD L. BLINDERMAN, P.A.
ATTORNEYS AT LAW

September 5, 1996

Doris McDuffie
Division of Corporations
FL. Dept. of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Hialeah Affordable Housing Corp.
Page 3 - Articles of Incorporations
Our File 112.09(n)

Dear Ms. McDuffie:

Enclosed please find an original and a copy of Page 3 of the Articles of Incorporation for the referenced Corporation.

Please substitute this Page 3 for the Page 3 originally sent as it contains a typographical error as we discussed.

Should you have any questions please feel free to contact me at (954) 986-4008.

Thank you for your cooperation.

Sincerely,



Richard Blinderman

RIB/jaa

enc.

112.09Sec2-A-10

ARTICLES OF INCORPORATION
OF
HIALEAH AFFORDABLE HOUSING CORP.

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5657-9 110125
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The undersigned for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, does hereby make and adopt the following Articles of Incorporation:

Article I
NAME

The name of the Corporation is: Hialeah Affordable Housing Corp.

Article II
NOT-FOR-PROFIT

The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under law and to the extent that such distribution will not adversely affect the Corporation's status as exempt under Section 501(c)(3) of the Internal Revenue Code (the "Code"). The assets of the Corporation are dedicated to the exempt purpose set forth in Article V below.

Article III
DURATION

The duration of the Corporation is perpetual.

Article IV
PRINCIPAL OFFICE

The principal office of the Corporation is located at 70 East 7th Street, Hialeah, Florida 33010.

Article V PURPOSE

(a) The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code, including, in particular, for the purpose of providing safe, sanitary and decent affordable housing to persons of low income and related services and activities.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, directors, 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 purposes set forth in these Articles of Incorporation.

(c) No substantial part of the activities of the Corporation shall be the 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 any candidate for public office.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, (ii) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (iii) by a not-for-profit Corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporations Act.

Article VI LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors or officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

Article VII DIRECTORS

The Corporation shall be organized on a non-stock basis. The authority for all affairs of the Corporation shall be in a board of directors who shall have any and may exercise all the powers of the Corporation as permitted under Federal and State law. The directors shall be elected and may be removed in accordance with the Bylaws. The Bylaws may provide for nonvoting directors of one or more classes, who shall be admitted in such manner and who shall have rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The number

of directors shall be established by the Bylaws but, in no event shall be less than three or more than ten. The name and address of each initial director is as follows:

NAME:

ADDRESS:

Julio Ponce

70 East 7th Street
Hialeah, Florida 33010

Maria Roen

70 East 7th Street
Hialeah, Florida 33010

Orlando Prendes

70 East 7th Street
Hialeah, Florida 33010

Article VIII

INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial Registered Office of the Corporation is 3109 Stirling Road, Suite 101, Ft. Lauderdale, Florida 33312, and the name of its initial Registered Agent at that address is Richard Blinderman. The address of the Registered Office and Principal Office of the Corporation are the same.

Article IX

OFFICERS

The officers of the Corporation shall consist of a president, vice president, secretary/treasurer and such other officers and assistant officers as may be provided in the Bylaws. Each officer shall be elected by the directors (and may be removed by the directors) at such time and in such manner as may be prescribed by the Bylaws.

Article X

INCORPORATOR

The name and address of the Incorporator are as follows:

NAME:

ADDRESS:

Richard I. Blinderman, Esq.

3109 Stirling Road, Suite 101
Fort Lauderdale, Florida 33312

Article XI DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code or governmental entity. Any such assets not so disposed of shall be disposed of by the Court in the County in which the principal office for 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 purpose.

Article XII INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of the Corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act of omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety or property.

A judgment or other final adjudication against a director, officer, employee or agent of the Corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that

he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful)

Notwithstanding anything herein to the contrary, the Corporation shall not indemnify any person for liability for excise taxes imposed under Chapter 42 of the Internal Revenue Code or for liability for mismanagement of assets.

Article XIII
INTERNAL REVENUE CODE

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

Article XIV
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Directors and may be altered, amended or rescinded by the directors.

Article XV
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the directors, non-voting directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

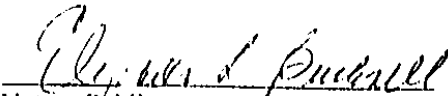
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 27th day of August, 1996.


Richard I. Blinderman, Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, personally appeared RICHARD L. BLINDERMAN, who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed, who produced his Florida Driver's License as proof of identity and who took an oath.

Witness my hand and official seal this 27th day of August, 1996, in the aforesaid County and State.


Notary Public

My Commission Expires:



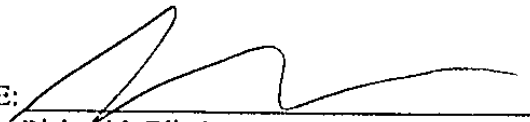
CERTIFICATION OF DESIGNATION
OF
REGISTERED AGENT / REGISTERED OFFICE

FP 177
96 SEP -9 1110:25
1411
1110:25

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

HALEAH AFFORDABLE HOUSING CORP., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL PLACE OF BUSINESS LOCATED IN HALEAH, FLORIDA, HAS
NAMED RICHARD BLINDERMAN, LOCATED AT 3109 STIRLING ROAD,
SUITE 101, FT. LAUDERDALE, FLORIDA 33312, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS.

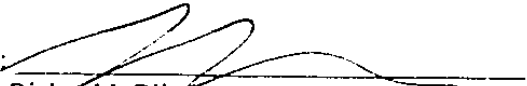
SIGNATURE:


Richard I. Blinderman, Incorporator

DATE: August 27, 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 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.

SIGNATURE:


Richard I. Blinderman, Registered Agent

DATE: August 27, 1996