

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0393 FAX

800-342-8086



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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 190999 81624A

AUTHORIZATION :

Patricia Pizots

COST LIMIT : \$ 122.50

ORDER DATE : December 17, 1996

ORDER TIME : 9:34 AM

ORDER NO. : 190999-005

CUSTOMER NO: 81624A

200002030752--4

CUSTOMER: Frank Gonzalez, Esq
J. PATRICK FITZGERALD, PA

Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

DOMESTIC FILING

NAME: COLUMBIA HOUSE, 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
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

Dmc 12/17/96

FILED
96 DEC 17 PM 1:35
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COLUMBIA HOUSE, INC.
a Florida not for profit corporation

FILED
96 DEC 17 PM 1:34
SEE STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby makes subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

(A) The name of the corporation is Columbia House, Inc., a Florida not for profit corporation.

(B) The existence of the corporation shall be perpetual and shall commence its existence on the date of filing and assignment of charter number.

(C) The principal office of the corporation will be located at 9995 N. Military Trail, Palm Beach Gardens, Florida 33410.

(D) The Registered Agent of the corporation is J. Patrick Fitzgerald, Esq., whose post office address is J. Patrick Fitzgerald, P.A., 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134.

ARTICLE II

(A) To provide subsidized housing facilities and services, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

ARTICLE III

(A) To buy, own, sell, convey, 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 811 of the Housing Act of 1959, as amended.

(B) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a Regulatory Agreement with the Secretary of the 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 811. Such Regulatory Agreement 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.

(C) No part of the net earnings of this corporation shall be distributed to or inure to the benefit of any incorporator, member, Director, or other Officer of this corporation, contributor or private individual. In the event of dissolution 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.

ARTICLE IV

The number of Directors of the corporation shall be no less than seven (7) nor more than twenty-five (25) and shall be elected by the members of the corporation from the membership. Only members of the corporation may sit as a Director. The initial members and Directors are set below:

<u>NAME</u>	<u>ADDRESS</u>
Reverend Monsignor John McMahon	St. Joan of Arc Catholic Church 370 S.W. Third Street Boca Raton, FL 33432
Reverend Richard Murphy	Diocese of Palm Beach P.O. Box 109650 Palm Beach Gardens, FL 33410-9650
Marcel Charpentier, ACSW	Catholic Charities of the Diocese of Palm Beach P.O. Box 109650 Palm Beach Gardens, FL 33410-9650
Basil J. Zaloom	Diocese of Palm Beach P.O. Box 109650 Palm Beach Gardens, FL 33410-9650
William J. Cramsie	2780 Timbercreek Circle Boca Raton, FL 33431

Margaret Doucette

5570 Kumquat Road
West Palm Beach, FL 33413

Robert Barattini

2000 N. Congress Avenue, Lot 37
West Palm Beach, FL 33409

The Directors shall serve without compensation.

Membership in the corporation shall, at all times, be limited to individuals who subscribe to the purposes of this corporation as contained herein and are approved by the Bishop of the Diocese of Palm Beach, or his successor in office. In the event he or his successor in office withdraws said approval, then such withdrawal of approval shall be construed as resignation as a member and Director of this corporation.

The Officers of this corporation, as provided by the Bylaws of the corporation, shall be elected by the Directors of the corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Directors shall elect the regular Officers of the corporation at the annual meeting for terms of one (1) year.

Where the term "Director" or "Directors" is used in connection with the governing Board of this corporation, it shall be interchangeable with the term "Trustee" or "Trustees" in connection with the governing Board of this corporation.

ARTICLE V

The affairs of the corporation shall be managed by the President, Vice-President, Secretary, Assistant-Secretary and Treasurer and such other Officers as may, from time to time, be created by the Bylaws. The Secretary and Treasurer may be one and the same person and need not be a Director of the corporation. Other Officers must be Directors of the corporation. The names of the Officers and the offices they shall hold until the first election hereinafter provided for shall be:

Reverend Monsignor John R. McMahon	President
Reverend Richard Murphy	Vice President
Marcel Charpentier, ACSW	Secretary/Treasurer

ARTICLE VI

The annual meeting of the Board governing this corporation shall be held in accordance with the Bylaws.

ARTICLE VII

So long as the corporation is receiving benefits under Section 811, Section 8 or any other assistance under said National Housing Act, as amended, these Articles of Incorporation may not be amended without the prior written approval of the Secretary of Housing and Urban Development.

ARTICLE VIII

These Articles of Incorporation may be amended by a majority vote of the membership at any regular meeting, or any special meeting called for that purpose, after first giving at least ten (10) days notice to the membership, subject to the provision of Article VII herein.

ARTICLE IX

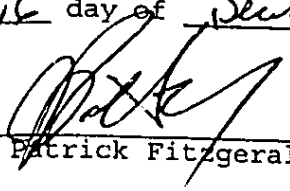
The Bylaws of the corporation shall be adopted by the Members and may be amended from time to time by a majority vote of the membership present and voting at any regular meeting, or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation or of the Regulatory Agreement between the corporation and the Secretary of Housing and Urban Development pursuant to Article III (C), hereof.

ARTICLE X

The name and address of the initial incorporator is as follows:

J. Patrick Fitzgerald, Esq.
J. PATRICK FITZGERALD, P.A.
110 Merrick Way, Suite 3-B
Coral Gables, FL 33134

IN WITNESS WHEREOF, I, the incorporator, have hereunto set my hand and seal as incorporator, this 16 day of Sept, 1996.


J. Patrick Fitzgerald, Esq.

STATE OF FLORIDA)

COUNTY OF DADE)

SS:

The foregoing instrument was acknowledged before me this 16 day of December, 1996, by J. Patrick Fitzgerald, Esq., as incorporator of COLUMBIA HOUSE, INC., a Florida not for profit corporation, on behalf of the corporation. He/She [☒] is personally known to me or [☐] has produced _____ as identification.

Loures Nicola
NOTARY PUBLIC-STATE OF FLORIDA
At Large


My Commission Expires:



LOURDES NICOLA
My Commission OC888078
Expires Mar. 01, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the responsibilities and agrees to serve as Registered Agent of Columbia House, Inc., a Florida not for profit corporation.


J. Patrick Fitzgerald
Registered Agent

FILED
56 DEC 17 PM 1:34
STATE
TREASURER, FLORIDA