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Gary, Dytrych & Ryan

PROFESSIONAL ASSOCIATION

JOHN W. GARY
JAMES H. RYAN
DONALD R. DICKNELL, JR.
LAWRENCE W. SMITH
RICHARD R. ELLINGTON
ALYS NAGLER DANIELS
PETER M. ARMOLD
JODY H. OLIVER

RICHARD G. DYTRYCH
1918 - 1996

701 U.S. HIGHWAY ONE, SUITE 402
NORTH PALM BEACH, FLORIDA 33408
TELEPHONE (561)-844-3700
FAX (561)-844-2388

December 9, 1996

Secretary of State
State of Florida
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32314

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-12/16/96--01031--013
****122.50 ****122.50

RE: Articles of Incorporation - HOME OPPORTUNITIES MADE EASY, INC.

Dear Sirs:

Enclosed herewith please find one original and one copy of the following documents:

1. Articles of Incorporation for the above-referenced corporation,

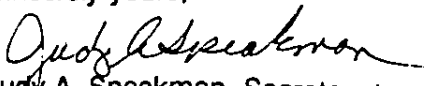
In addition, our trust account check in the amount of \$122.50 and two for \$98.00 each are enclosed which represents the following fees:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total:	\$122.50

Please file the above documents with the Secretary of State and return the copy of the Articles of Incorporation certified to the undersigned in the enclosed envelope.

Thank you for your prompt attention to this matter and please do not hesitate to contact me if you have any questions.

Sincerely yours,


Judy A. Speakman, Secretary to
Richard R. Ellington, Esq.
:jas
Encls.

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FILED
96 DEC 16 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Home Opportunities Made Easy, Inc.**

FILED
96 DEC 16 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, for the purposes of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name of the proposed corporation shall be Home Opportunities Made Easy, Inc.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

The principal objective and purpose for which this corporation is organized are as follows:

A. To finance, acquire, construct, rehabilitate and operate low and moderate income housing.

B. For charitable, religious, educational and scientific purposes, including for such purposes of the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code and have the purpose set forth in Section A. of this Article.

C. Anything in these Articles of Incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation are organized are limited to (i) those that will qualify it as an exempt organization under Internal Revenue Code, Section 501 (c)(3) and (ii) those permitted by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

D. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

E. No part of the earnings, properties or assets of this corporation on dissolution or

otherwise shall inure to the benefit or be distributable to any members, trustees, officers or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

ARTICLE IV.

Incorporators

The name and address of the incorporator to these Articles of Incorporation is:

Samuel A. Thomas

500 South Australian Avenue
10th Floor
West Palm Beach, Florida 33401

ARTICLE V

Membership

The corporation shall have no members.

ARTICLE VI

Management of Corporate Affairs

A. **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have at least three (3) directors. The number of directors herein provided for may be changed pursuant to Florida Statutes by a bylaw duly adopted by the Board of Directors. Directors shall be elected in a manner and for terms in accordance with the bylaws of the corporation.

B. **Officers.** The officers of this corporation shall be a president, secretary and treasurer. Other offices and officers may be established or appointed by Board of Directors of this corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE VII.

Location of Registered Agent

The name and address of this corporation's initial address and that of the corporation's initial registered agent and office in the State of Florida is Samuel A. Thomas, 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

ARTICLE VIII.

Bylaws

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended, altered, rescinded or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on all directors and officers of this corporation.

ARTICLE IX.

Amendment of Articles

The corporation reserves the right to amend or repeal any provisions of these Articles, and any such amendment shall be approved by the majority of the Board of Directors entitled to vote thereon.

ARTICLE X.

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of any director shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

ARTICLE XI.

Dissolution

Upon any dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or 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. In the event the assets are not so distributed, they shall revert to an escrow account for a period of three (3) years to allow time for reorganization, and if reorganization is not accomplished in that length of time, the assets

shall then be distributed to the foregoing distributees.

IN WITNESS WHEREOF, the undersigned, being the original subscribers and incorporators to the corporation hereinbefore named, for the purpose of forming a corporation not for profit for the purpose of operating within and without the State of Florida, under the laws of the State of Florida (specifically Part I of Chapter 617), makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 4th day of December, 1996.

Samuel A. Thomas
Samuel A. Thomas

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 4th day of December, 1996 by SAMUEL A. THOMAS who is personally known to me or who has produced N/A (personally known to me) (type of identification) as identification.



Delores A. Graham
NOTARY PUBLIC (Delores A. Graham)
State of Florida at Large
My Commission Expires: 1/13/97

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Samuel A. Thomas
SAMUEL A. THOMAS,
REGISTERED AGENT

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Articles of Incorporation of Home Opportunities Made Easy, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA