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FLORIDA DIVISION OF CORPORATIONS

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NAME: HOUSING ALTERNATIVES OF SOUTHWEST FLORIDA, I

AUDIT NUMBER.....H97000020104

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ARTICLES OF INCORPORATION
OF
HOUSING ALTERNATIVES OF SOUTHWEST FLORIDA, INC.

The undersigned associate themselves for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes and file these Articles of Incorporation as a statement of the Charter of Housing Alternatives of Southwest Florida, Inc., a not for profit corporation.

ARTICLE I

NAME

1. The name of this corporation shall be Housing Alternatives of Southwest Florida, Inc., whose address is 4501 Tamiami Trail N., #400, Naples, FL 34103. For convenience this corporation shall be referred to in this instrument as the Association.

ARTICLE II

DURATION

2. The term of existence of the Association shall be perpetual.

ARTICLE III

PURPOSE

3. The purposes for which this Association is formed are as follows:

(a) This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, as such terms are defined under section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or any successor provision of any future United States Internal Revenue laws, including for the purposes of making distributions to organizations which qualify as exempt organizations under section 501(c)(3) of the Code, or any successor provision of any future United States Internal Revenue laws, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide handicapped and disadvantaged persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and aid in longer living. The charges for such facilities and services are to be predicated upon the provision, maintenance and operation thereof on a not for profit basis.

Prepared by:
W. Jeffrey Cecil, Esq.
4501 Tamiami Trail North, Suite 400
Naples, FL 34103
(941) 263-8898
FBN 098135

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(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate of public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under section 501(c)(3) of the Code, or any successor provision of any future United States Internal Revenue laws, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or any successor provision of any future United States Internal Revenue laws.

ARTICLE IV

POWERS

4. Without limitation on any other powers conferred by law to the Corporation, the Corporation is empowered:

(a) To buy, own, sell, 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 accomplishments of the purposes set forth in Article III hereof, but solely in connection with the project assisted under Section 811 of the National Affordable Housing Act.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(c) 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 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 or 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.

ARTICLE V

RESTRICTIONS AND LIMITATIONS ON POWERS

5. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any director or officer of the Association or any member of the Association or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no director or officer of the Association, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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5.1 The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5.2 The Association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5.3 The Association shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5.4 The Association shall not make any investments in such manner as to subject it to tax under Sections 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5.5 The Association shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5.6 Notwithstanding any other provision of these Articles of Incorporation, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

5.7 Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association 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 purposes.

ARTICLE VI

DIRECTORS

6. The affairs of the Association will be managed by a Board of Directors. The number of directors shall be determined by the bylaws but in no case shall be less than three (3).

6.1 Directors of the Association shall be elected from the general membership at the annual meeting of the members in the manner determined by the bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the bylaws or these articles. Vacancies in the Board of Directors may be filled by the remaining members of the Board.

6.2 The names, addresses and terms of three (3) members of the Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

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NAMES	ADDRESSES	TERM
Ann "Missy" McKim	3055 Riviera Drive, #203 Naples, FL 34103	1 Year
Vanessa Fitz	1455 Pelican Avenue Naples, FL 34102	2 Years
David C. Schimmel	6075 Golden Gate Parkway Naples, FL 34116	2 Years

The Chairperson of the initial Board of Directors shall be:

Vanessa Fitz

ARTICLE VII

MEMBERS

7. Any individual who contributes to the Association a minimum fee set from time to time by the Board of Directors and who subscribes to the purpose set forth in the articles, shall be admitted to membership in the Association for the fiscal year in which such contribution is made. Any individual designated as an honorary member by the Board of Directors shall be excused from payment of such dues. Members shall have no voice in the affairs of the Association other than the right to elect members to the Board of Directors at the annual meeting of the membership.

ARTICLE VIII

OFFICERS

8. The Officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors of the Corporation, in the manner set forth in the Bylaws, 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 year.

ARTICLE IX

INDEMNIFICATION

9. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right

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of indemnification shall be in addition to and not exclusive of all other rights to which such director of officer may be entitled.

ARTICLE X

BYLAWS

10. The first Bylaws of the Association shall be adopted by the Board of Directors and may altered, amended or rescinded by the Board of Directors or the members in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

11. So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Regulatory Agreement remains in effect, these Articles of Incorporation may not be amended without prior written approval of the said Secretary.

After any and all mortgages held by the Secretary of Housing and Urban Development are satisfied in full, Amendment to this Articles of Incorporation may be proposed by any of the Corporation's directors at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of such Board of Directors present and voting at such meeting properly called and noticed as provided in the Bylaws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present at the meeting. Upon such approval, such an Amendment must also be forwarded to the Secretary of State of the State of Florida to be filed and approved by such Secretary before the same shall become effective.

ARTICLE XII

REGISTERED AGENT

12. The present registered agent of this corporation is W. Jeffrey Cecil, whose address is 4501 Tamiami Trail N., #400, Naples, FL 34103.

ARTICLE XIII

SUBSCRIBERS

13. The name and address of the subscriber of these Articles of Incorporation as follows:

NAME

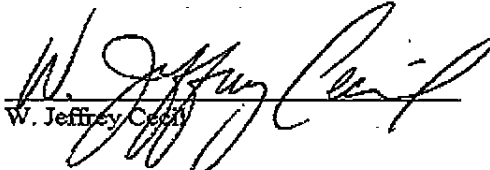
ADDRESS

W. Jeffrey Cecil

4501 Tamiami Trail North, Suite 400
Naples, FL 34103

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IN WITNESS WHEREOF, the subscriber has affixed his signature this 21st day of December, 1997.


W. Jeffrey Cecil

STATE OF FLORIDA

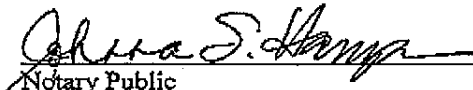
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared W. Jeffrey Cecil, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal this 5th day of December, 1997.



JOHNNA S HAMPSON
My Commission CC406971
Expires Sep. 21, 1998
Bonded by HAI
800-422-1565

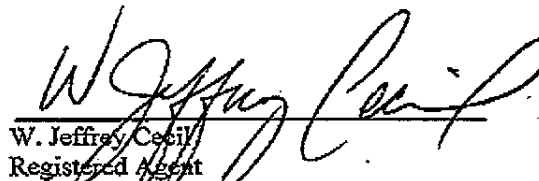

Notary Public

(SEAL)

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


W. Jeffrey Cecil
Registered Agent

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