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TAMPA - HILLSBOROUGH URBAN LEAGUE, INC.
Affiliated With The National Urban League

TAMPA, FLORIDA 33605
1405 TAMPA PARK PLAZA
(813) 229-8117

December 17, 1997

ATTN: Ms. Becky McNight
Office of the Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/02/98--01061--005
****122.50 ****122.50

Dear Ms. McNight:

Enclosed is a check for \$122.50 that was inadvertently left out of the paperwork sent to the Secretary of State's office to file incorporation papers for the Tampa-Hillsborough Urban League Community Housing, Inc. The check is to cover charter tax, filing fees, registered agent filing fee, and the cost of a certified copy of the Articles. Please send a certified copy of the Articles to the following address:

Joanna N. Tokley, CEO
Tampa-Hillsborough Urban League
1405 Tampa Park Plaza
Tampa, FL 33605

Thank you for your prompt attention and assistance in this matter.

Have a wonderful Holiday Season.

Sincerely,

Shirley Foxx-Knowles

Shirley Foxx-Knowles
Project Coordinator

Enclosure

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TAMPA-HILLSBOROUGH URBAN LEAGUE COMMUNITY HOUSING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the provisions of Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be:

Tampa-Hillsborough Urban League Community Housing, Inc.

The principal place of business of this corporation shall be:

1405 Tampa Park Plaza

Tampa, Florida 33605

The mailing address of this corporation shall be:

1405 Tampa Park Plaza

Tampa, Florida 33605

ARTICLE II. NATURE OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

To acquire, construct, provide, and operate rental housing and relate facilities suited to the special needs and living requirements of eligible occupants, without regard to age, race, color, religion, sex, marital status, physical or mental handicap (must possess capacity to enter into a legal contract) or national origin;

ARTICLE IV. PURPOSE

This corporation is organized not for profit under the laws of the State of Florida and the objects and purposes to be transacted and carried on are to promote the general social welfare of the community and for that purpose:

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF

TAMPA-HIALETHOROUGH URBAN LEAGUE COMMUNITY HOUSING, INC.

To acquire, construct, provide and/or operate other housing including self-help housing, to fulfill the needs of very low, low and moderate income persons within the state, without regard to age, race, color, religion, sex, marital status, physical or mental handicap (must possess capacity to enter into a legal contract) or national origin;

To acquire, improve and operate any real or personal property or interest or right herein or appurtenant thereto;

To sell, convey, assign, mortgage, lease any real and personal property;

To borrow money and to execute such evidence of indebtedness and such contracts, agreements, and instruments as may be necessary, and to execute and deliver any mortgage, deed of trust, assignment of income, or other security instrument in connection therewith; and to do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

The purpose for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V. CAPITAL STOCK

This Corporation shall have no capital stock.

ARTICLE VI. ORGANIZATION

This corporation is not organized for pecuniary profit and shall have no power to declare dividends. No part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of all money received by the corporation from its operations, after payment in full of all operating expenses, debts, and obligations of the corporation of whatsoever kind and nature as they become due shall be used to make advance payments on loans owed by the corporation, to lower the lease-rental charge to occupants of the housing, to provide additional housing and related facilities, or for some related purpose.

ARTICLES OF INCORPORATION OF
TAMPA-HILLCROUCH URBAN LEAGUE COMMUNITY HOUSING, INC.

ARTICLE VII. MEMBERSHIP

This corporation shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the bylaws.

Members of the corporation shall not be liable for any debts or obligations of the corporation shall not be subject to any assessment; but reasonable membership dues may be determined and fixed by the bylaws.

ARTICLE VIII. BOARD OF DIRECTORS

The number of directors of this corporation shall be prescribed in the bylaws, but shall not be less than eleven.

The Corporation shall maintain at least one-third of its governing board's membership for residents of low-income neighborhoods, other low-income community residents, or elected representatives of low-income neighborhood organizations.

The State of Florida and/or any other local government may not appoint:

- (1) More than one-third of the membership of the Corporation's Board Of Directors;
- (2) The Board Members appointed by the State of Florida and/or any other local government may not, in turn, appoint the remaining two-thirds of the Board Members; and
- (3) No more than one-third of the governing board members are public official.

ARTICLE IX. INITIAL DIRECTORS

The name and addresses of the initial directors of this corporation are:

Thomas Huggins
4601 W. Kennedy Suite 124
Tampa, Florida 33609

Ross Alander
1406 S. Nance Ave.
Tampa, Florida 33606

Richard Egbert
7650 W. Courtney Campbell Causeway
Tampa, Florida 33607-1462

ARTICLES OF INCORPORATION OF
TAMPA-HILLSBOROUGH URBAN LEAGUE COMMUNITY HOUSING, INC.

Richard Egbert
7650 W. Courtney Campbell Causeway
Tampa, Florida 33607-1462

Alma Hires
P.O. Box 5096
Tampa, Florida 33675-5096

Sara Wilhite
3812 Gunn Highway
Tampa, Florida 33624

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE X. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Joanna N. Tokley
1405 Tampa Park Plaza
Tampa, Florida 33605

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Alma Hires
P.O. Box 5096
Tampa, Florida 33675-5096

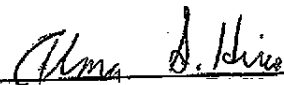
ARTICLES OF INCORPORATION OF
TAMPA-HILLSBOROUGH URBAN LEAGUE COMMUNITY HOUSING, INC.**ARTICLE XII. DISSOLUTION**

In the event of dissolution of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or the federal, state, or local government for exclusively public purpose. In no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement off any sum subscribed, donated, or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the corporation from paying its just debts.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended at a special call meeting of the membership for that purpose by a majority vote of those present. Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a membership meeting by at least a majority of the members entitled to vote, unless all of the directors and all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 19th day of November, 1997.



Alma S. Hires

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 19th day of November, 1997 by ALMA S. HIRES who is personally known to me or who has produced for identification _____ and is known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation.

My commission expires: Dec. 30, 2000
Notary Public Sharrel Lasing-Carter
Printed name Sharrel Lasing-Carter



Sharrel Lasing-Carter
My Commission CC594158
Expires Dec. 30, 2000

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ARTICLES OF INCORPORATION OF
TAMPA-HILLSBOROUGH URBAN LEAGUE COMMUNITY HOUSING, INC.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of S 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Tampa-Hillsborough Urban League Community Housing, Inc.

2. The name and address of the registered agent and office is:

Joanna N. Tokley
1405 Tampa Park Plaza
Tampa, Florida 33605

Signature: Alma S. Hires

Alma S. Hires

Title Secretary

Date 11/19/97

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 ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Joanna N. Tokley

Joanna N. Tokley

Date 11/19/97

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SECRETARY OF STATE
TALLAHASSEE FLORIDA