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LAW OFFICES OF  
JOSEPH R. CIANFRONE, P.A.

Joseph R. Cianfrone

OF COUNSEL

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March 19, 1998

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

400002465394--7  
03/23/98-01105-010  
\*\*\*\*131.25 \*\*\*\*131.25

RE: Pinellas Housing Authority, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above entity and a check for \$131.25 for the filing fee, certified copy and Certificate of Incorporation.

Sincerely,

JOSEPH R. CIANFRONE, P.A.

  
Joseph R. Cianfrone

JRC:dmc  
Enclosures

Bricour\Div-Corp.Ltr

FILED  
98 MAR 23 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAR 24 1998

ARTICLES OF INCORPORATION  
OF  
PINELLAS HOUSING AUTHORITY, INC.  
A Florida Corporation Not For Profit

FILED  
98 MAR 23 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Pinellas Housing Authority, Inc., a Florida corporation not for profit (hereinafter referred to as the "Corporation").

ARTICLE II

OFFICE AND REGISTERED AGENT

The Corporation's registered office is 1968 Bayshore Boulevard, Dunedin, Florida 34698, and its registered agent is Joseph R. Cianfrone, who maintains a business office at 1968 Bayshore Boulevard, Dunedin, Florida 34698. Both the Corporation's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III

PURPOSE

The Corporation does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are to provide for the construction, development and sale of housing to low and moderate income individuals and related real estate projects within the State of Florida.

ARTICLE IV

POWERS

Without limitation, this Corporation is empowered as follows:

(a) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Corporation's affairs;

(b) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Corporation's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Corporation's property;

(c) General. Have and exercise all common law rights, powers, and privileges, and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by these Articles, or reasonably necessary to effectuate the exercise of any right, power or privilege so granted.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. This Corporation's affairs are managed by a Board of Directors composed of three (3) Directors. The number of Directors from time to time may be changed by amendment to the Corporation's Bylaws, but at all times it shall be an odd number of three or more. The initial Directors named below shall serve until this Corporation's first annual meeting. The term of office for the initial Directors shall be one year. Any Director may succeed himself or herself in office. At the first annual meeting, the Directors shall appoint three (3) Directors for a term of one year. At each annual meeting thereafter, the Directors shall appoint three (3) Directors for a term of one year.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

<u>Name</u>	<u>Address</u>
Brian Flaherty	1522 Sand Hallow Court Palm Harbor, FL 34683
Pierre Cournoyer	1739 Kenilworth Drive Clearwater, FL 34616
Joseph R. Cianfrone	1968 Bayshore Boulevard Dunedin, FL 34698

## ARTICLE VI

### MEMBERS

The Corporation may have one class of Members as provided in the Bylaws, who shall not be entitled to vote in corporate affairs.

## ARTICLE VII

### INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joseph R. Cianfrone	1968 Bayshore Boulevard Dunedin, FL 34698

## ARTICLE VIII

### DISSOLUTION

This Corporation may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of members present at a meeting called for such purpose.

(a) Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, 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.

(b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code, or corresponding section of any future federal tax code.

(c) Upon the dissolution of the organization, assets shall be distributed for 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

In no event, however, may any assets inure to the benefit of any member or other private individual.

#### ARTICLE IX

##### DURATION

This Corporation shall exist perpetually.

#### ARTICLE X

##### BYLAWS

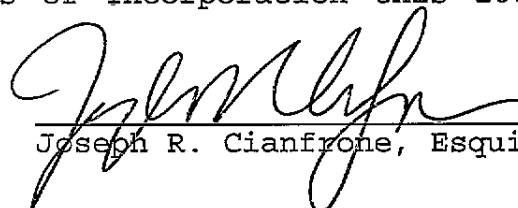
This Corporation's Bylaws initially will be adopted by the Board of Directors. Thereafter, the Board of Directors may alter the Bylaws by a vote of a majority of the Directors.

#### ARTICLE XI

##### AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval of a majority of the Board of Directors.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Corporation, have executed these Articles of Incorporation this 16th day of March, 1998.

  
\_\_\_\_\_  
Joseph R. Cianfrone, Esquire

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this day personally appeared Joseph R. Cianfrone, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of Pinellas Housing Authority, Inc., and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth herein.

WITNESS my hand and official seal this 16 day of March, 1998.



Lea Mihatov  
My Commission CC658271  
Expires June 23, 2001

Lea Mihatov  
NOTARY PUBLIC

Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA  
AND  
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

PINELLAS HOUSING AUTHORITY, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office as indicated in its Articles of Incorporation, and the address of its registered agent as: 1968 Bayshore Boulevard, Dunedin, Florida 34698.

**ACCEPTANCE**

Having been named to accept service of process for the foregoing 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, including the duties and obligations imposed by Section 607.325, Florida Statutes, relative to the proper and complete performance of my duties.

Joseph R. Cianfrone  
Joseph R. Cianfrone, Esquire

March 16, 1998  
Date

**FILED**  
98MAR23 PM 1:20  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE