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March 17, 1998

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Secretary of State
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

RE: Intercity Redevelopment corp.

Dear Sir/Madam:

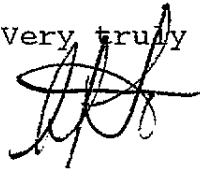
Enclosed please find an original and one (1) copy of the **Articles of Incorporation** on the above-referenced corporation. Also enclosed a check in the amount of \$122.50 covering the following charges:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
Total	\$122.50

Please forward a certified copy to me at the above address.

If you should have any questions, please feel free to contact me.

Very truly yours,



MICHAEL D. TANNENBAUM

MDT/cd

Encl.

Dmc
3/23/98

~~626~~

FILED
98 APR -2 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 23, 1998

MICHAEL D. TANNENBAUM
ATTORNEY AT LAW
2161 PALM BEACH LAKES BLVD SUITE 304
WEST PALM BEACH, FL 33409

SUBJECT: INTERCITY REDEVELOPMENT CORP.
Ref. Number: W98000006359

We have received your document for INTERCITY REDEVELOPMENT CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 998A00015385

ARTICLES OF INCORPORATION
OF
INTERCITY REDEVELOPMENT CORP.
A NONPROFIT CORPORATION

FILED
98 APR -2 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a nonprofit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I - NAME

The name of the corporation shall be: INTERCITY REDEVELOPMENT CORP.

The address of the principal office of this corporation shall be 1201 South Flagler Drive, Suite C-3, West Palm Beach, Florida 33401 and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes 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 corporation will not carry on any other 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.

In the event of dissolution, 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 to the Federal, State, or local government for exclusive public purpose.

The specific purpose is to provide low-income housing by rehabilitating residential real estate in the inner city and other areas.

ARTICLE III - ADDRESS

The street address of the initial registered office of the corporation shall be 1201 South Flagler Drive, Suite C-3, West Palm Beach, Florida 33401, and the name of the initial registered agent of the corporation at that address is James MacPhadden.

ARTICLE IV - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - DIRECTORS

The method of election of directors is as stated in the bylaws.

ARTICLE VI - INCORPORATOR

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

James MacPhadden

1201 South Flagler Drive
Suite C-3
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned has hereunto set my hand and seal of this 28 day of MARCH, 19 98.


JAMES MacPHADDEN

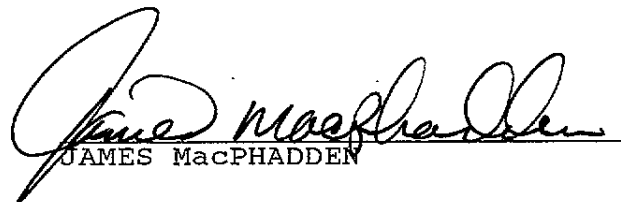
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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

98 APR -2 PM 3:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, JAMES MacPHADDEN, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


JAMES MacPHADDEN

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