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Professional Association

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DIVISION OF CORPORATIONS
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August 27, 1998

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Re: THE VILLAGE OF ORLANDO, INC.

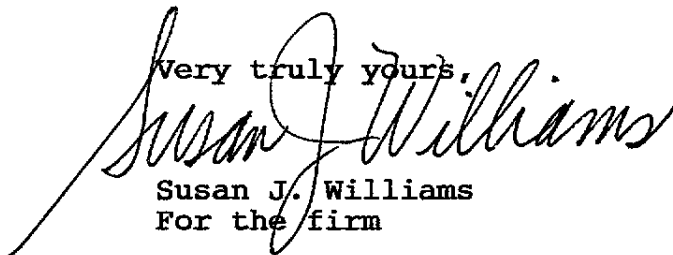
Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50 to cover the costs of Filing Fees, Certified Copy, and Registered Agent Designation.

Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated. If you should have any questions, please feel free to contact me personally.

Very truly yours,


Susan J. Williams
For the firm

SJW/LG
Enclosures
cc: Allen T. D. Wiggins

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**ARTICLES OF INCORPORATION
OF
THE VILLAGE OF ORLANDO, INC.
a Florida Non-Profit Corporation**

The undersigned, acting as incorporators of a Corporation under Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation shall be **THE VILLAGE OF ORLANDO, INC.**

**ARTICLE II
STREET ADDRESS OF INITIAL PRINCIPAL OFFICE**

The initial street address for the Corporation is 6541 Hawksmoor Drive, Orlando, Florida 32818.

ARTICLE III - PURPOSE

The purposes of the Corporation shall be to operate a charitable, community development program, not for pecuniary profit, in the Orlando, Florida area and beyond and, through it, to acquire, own, manage, operate, and sell or dispose of real property, including apartment and multiple dwelling units, and apartment buildings and other rental properties, to provide affordable housing, economic development, and neighborhood revitalization; to enhance the quality of life in that neighborhood and community through various outreach and community development programs as is necessary to accomplish its expanding mission; and to encourage, promote and support worthy community-based causes as may be determined by the Board of Directors from time to time.

ARTICLE IV - DIRECTORS

The number constituting the initial Board of Directors of the Corporation is four, until the first annual meeting, or until their successors shall have been elected and qualified, as stated in the by-laws, are as follows:

1. Director/President: Allen T. D. Wiggins, 6541 Hawksmoor Drive, Orlando, Florida 32818.
2. Director/Vice President: Beulah Wiggins, 6541 Hawksmoor Drive, Orlando, Florida 32818.
3. Director/Secretary/Treasurer: Yolanda Arson, 6541 Hawksmoor Drive, Orlando, Florida 32818.
4. Director: James E. Rivers, 6541 Hawksmoor Drive, Orlando, Florida 32818.

ARTICLE V - NO CAPITAL STOCK

The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any Member, Director, Trustee, Officer, or individual. The balance, if any, of all moneys received by the Corporation from its operation, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the Corporation set forth in these Articles of Incorporation.

ARTICLE VI - DURATION

This Corporation shall have perpetual existence, commencing on the date of filing by the Florida Department of State, Division of Corporations.

ARTICLE VII - NON-PROFIT STATUS

The Corporation 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 further federal tax code. The Corporation may receive and administer funds for scientific, religious, educational and charitable purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit of financial gain of its directors or officers except as permitted under the Not-for Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any director, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no director, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of

propaganda or otherwise attempting to influence legislation and the Corporation 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.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation 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 VIII - CORPORATE POWERS

The Corporation shall have and exercise all the powers authorized by law to be conferred upon or exercised by such a corporation not for pecuniary profit, including those enumerated in Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE IX - CORPORATE ACTIVITIES

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by any organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may be hereafter amended.

ARTICLE X - MEMBERS

The Corporation is a service corporation and shall have no members.

ARTICLE XI - ORGANIZATION EXCLUSIVELY FOR TAX-EXEMPT PURPOSES

Said Corporation is organized exclusively for charitable, religious, and educational 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

ARTICLE XII - PROHIBITIONS TO INSURE TAX-EXEMPT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private persons, except that the Corporations 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 Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation 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 the Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII - DISSOLUTION

In the event of the dissolution of this Corporation, all the business, property and assets of the Corporation shall go and be distributed as provided in the By Laws of the Corporation; and in the absence of such provision to such non-profit, religious corporation of like purposes as set forth in these Articles of Incorporation, as the Board of this Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to any Director, Trustee, or Officer either for reimbursement of any sum subscribed, donated or contributed by said Directors, Trustee, or Officer hereof or for any other purpose.

ARTICLE XIV - INDEMNIFICATION OF DIRECTORS AND OFFICERS

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. The Corporation shall indemnify any Director or Officer, or former Director or Officer, against expenses actually and necessarily incurred by him or any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he or she is made a party by reason of being or having been such Director or Officer (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him) except in relation to the matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of the duty. The Corporation may also reimburse any Director or Officer the reasonable costs of settlement of any such action, suit or proceeding if it shall be found either by a majority of the Directors not involved in the matter of controversy, whether or not a quorum, or by a majority vote of the Directors present in a regular or special meeting called for that purpose that it was to the interest of the Corporation that such settlement be made and that such Director or Officer was not guilty of gross negligence or willful misconduct. Said rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled by law, or otherwise.

ARTICLE XV - AMENDMENT OF ARTICLES

Provided such amendments do not violate the Bylaws of the Corporation, or the purposes not for pecuniary profit, the Corporation may amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on Officers and Directors herein are granted subject to this reservation. Amendments to the articles of incorporation may be adopted at a regular meeting of the Board of Directors, or a special meeting duly noticed for that purpose, by a majority vote of the directors

then in office.

ARTICLE XVI - MEETINGS

The annual meeting for the election of members of the Board of Directors shall be as provided in the by-laws.

ARTICLE XVII - REGISTERED AGENT

The name and address of the Corporation's initial registered agent in the State of Florida is Allen T. D. Wiggins, 6541 Hawksmoor Drive, Orlando, Florida 32818.

ARTICLE XVIII - INCORPORATORS

The name and address of the initial incorporator is as follows:

1. Allen T. D. Wiggins, 6541 Hawksmoor Drive, Orlando, Florida 32818.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of August, 1998.



ALLEN T. D. WIGGINS, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501 and 617.0502 of Florida Statutes, the undersigned not-for-profit 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:

THE VILLAGE OF ORLANDO, INC.

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

**ALLEN T. D. WIGGINS
6541 Hawksmoor Drive
Orlando, Florida 32818**

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for THE VILLAGE OF ORLANDO, INC. hereby accepts such appointment this 27th day of August, 1998, and states that she is familiar with, and accepts, the obligations provided for in Section 617.0503 Florida Statutes.



ALLEN T. D. WIGGINS

STATE OF FLORIDA
COUNTY OF SEMINOLE

Sworn to and subscribed before me on this 27th day of August, 1998 by ALLEN T. D. WIGGINS, (check one) who is personally known to me or ✓ who produced a Florida Drivers license as identification



NOTARY PUBLIC, State of Florida
My Commission Expires:



SUSAN J WILLIAMS
My Commission CC554238
Expires May. 12, 2000

SEAL/PRINTED NAME OF NOTARY

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