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Rogers, Lowers et al.
Requestor's Name

106 So. Monroe St.
Address

Tallahassee Fl 32301
City/State/Zip

850/222-7200
Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. *Peninsula Housing Development, Inc. XV*
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
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Examiner's Initials

ARTICLES OF INCORPORATION
OF
PENINSULA HOUSING DEVELOPMENT INC. XV

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TALLAHASSEE, FLORIDA

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Pursuant to Chapter 617, Florida Statutes, the following submitted:

ARTICLE I

(a) The name of this corporation shall be:

PENINSULA HOUSING DEVELOPMENT INC. XV

referred to as "the Corporation."

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located at 300 S.W. 12th Avenue, Suite A, Miami, Florida 33130. The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors.

(d) The resident agent of the Corporation is Jose Fabregas, whose office address is 300 S.W. 12th Avenue, 3rd Floor, Miami, Florida 33130.

ARTICLE II

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, 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 elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

(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 propoganda, 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE III

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 accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of 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 purpose 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 and project rental assistance under Section 202 of the Housing Act of 1959, as amended. 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.

(d) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any

organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of the Corporation other than one created for religious purposes. Provided, however, that the Corporation shall, at all times, have the power to convey any and all of its property to the secretary of Housing and Urban Development.

ARTICLE IV

(a) Membership in the Corporation shall, at all times, be limited ex officio to individuals who are directors of CODEC Inc., a Florida corporation not-for-profit. If a member of the Corporation ceases to be a member of the Board of Directors of CODEC Inc., he shall automatically cease to be a member of this Corporation.

(b) A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(c) The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or by the By-Laws.

(d) The Annual meeting of the members shall be held on March 15 of each year.

ARTICLE V

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The number of directors of the Corporation shall be seven (7), and shall be elected by the members of the Corporation.

(c) The directors shall serve without compensation.

(d) The names and addresses of the initial directors of the Corporation are:

1. GUARIONE M. DIAZ, 300 S.W. 12th Avenue, 3rd Floor, Miami, Florida 33130
2. ALINA E. BECKER, 300 S.W. 12th Avenue, 3rd Floor, Miami, Florida 33130
3. BENIGNO GALARNES, 300 S.W. 12th Avenue, Suite A, Miami, Florida 33130
4. ANDRES PAZOS, 300 SW 12 Avenue, 3rd Floor, Miami, Florida 33130
5. PETER R. BERNAL, 10940 SW 104 Avenue, Miami, Florida 33176
6. ANDRES RIVERO, 300 S.W. 12th Avenue, 3rd Floor, Miami, Florida 33130
7. JOSE FABREGAS, 300 S.W. 12th Avenue, 3rd Floor, Miami, Florida 33130

(e) The directors of the Corporation shall, at all times, be members of the Corporation. No non-member of the Corporation may sit as a director. In the event that a director ceases to be a member of the Corporation, then such shall constitute automatic resignation as a director of the Corporation. To the extent practicable, the directors shall be persons representing a wide variety of housing and community development interests and need not be residents of the State. The term of the directors shall expire when their successors have been elected and have been duly qualified. The term of office of each director shall be three (3) years.

(f) The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in a manner therein set out, 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 (1) year. The secretary and treasurer may be one and the same person. The annual meeting of the Board of Directors shall be held on March 15 of each year.

(g) A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(h) Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such action may be taken by means of a telephone conference call at which all directors can hear one another and participate.

ARTICLE VI

By-Laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof.

ARTICLE VII

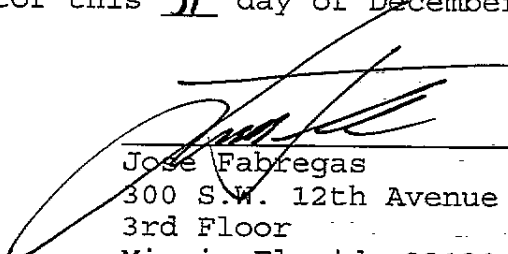
The name and address of the subscriber to these Articles of Incorporation is:

Jose Fabregas
300 S.W. 12th Avenue, 3rd Floor
Miami, FL 33130

ARTICLE VIII

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

Signed by the incorporator this 31 day of December, 1998.



Jose Fabregas
300 S.W. 12th Avenue
3rd Floor
Miami, Florida 33130

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

Pursuant to the provisions of section 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:
PENINSULA HOUSING DEVELOPMENT INC. XV

2. The name and address of the registered agent and office are:
Jose Fabregas
300 S.W. 12th Avenue
3rd Floor
Miami, Florida 33130.

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: _____

Jose Fabregas

DATE: _____

12/31/98

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