

N 9900000505

Bryant Miller and Olive, P.A.
Requestor's Name

201 South Monroe Street, suite 500
Address

Tallahassee FL, 32301 (850)222-7611
City/State/Zip Phone #

Office Use Only

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

1. Miami-Dade County Affordable Housing Foundation, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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Certificate of Status

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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

Call when ready

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE

T. STATE JAN 27 1999

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
MIAMI-DADE COUNTY AFFORDABLE HOUSING FOUNDATION, INC.**

The undersigned incorporator of these Articles of Incorporation of the Miami-Dade County Affordable Housing Foundation, Inc. (the "Corporation") hereby forms a not for profit corporation under the laws of the State of Florida.

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**ARTICLE I
Name**

The name of the corporation shall be the Miami-Dade County Affordable Housing Foundation, Inc.

**ARTICLE II
Term of Existence**

This Corporation shall have perpetual existence.

**ARTICLE III
Purposes**

This Corporation is organized and shall operate exclusively for charitable and educational purposes; and to make gifts, grants, loans and subsidies to other charitable, educational and governmental organizations and entities described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and otherwise to engage in such activities as are permitted under the laws of the United State of America and the State of Florida as shall constitute activities in furtherance of exempt educational and charitable purposes. In addition to the general purposes of the Corporation, the Corporation shall also have the following specific purposes:

1. To acquire, construct, lease, rehabilitate, sell, grant, gift and otherwise to possess and provide affordable living units, both as apartments, single family housing, condominium units and cooperative units for predominately elderly persons or persons of very-low, low and middle income and to fund loans to predominately elderly persons or persons of very-low, low and middle income to assist such persons in acquiring affordable housing;
2. To participate with one or more not for profit organizations, for profit organizations, governmental entities and instrumentalities in developing, owning and operating affordable housing for elderly persons or persons and families of very-low, low and moderate income;
3. To buy, sell or invest in real and personal property in any and all forms related to

affordable housing to be owned or operated by the Corporation, office space for the Corporation or other providers of affordable housing who are exempt organizations under section 501(c)(3) of the Code or units or agencies of a local governmental entity;

4. To own stock in a financial institution which constitutes a community bank, savings bank or similar financial institution whose primary financial functions include making loans or otherwise financing affordable housing; and

5. To obtain or administer grants, on behalf of itself, other exempt organizations or other units of local government or agencies or instrumentalities thereof, and to provide services under such grants in furtherance of the Corporation's goals to promote and provide affordable housing to persons and families of very-low, low and middle income.

For purposes hereof, affordable housing shall mean decent, safe and sanitary housing facilities suitable for continuous habitation by single persons and families. Persons and families of very-low, low and middle income shall have the meanings assigned to them in Internal Revenue Service Revenue Procedure 96-32.

ARTICLE IV Powers

A. The Corporation shall possess all powers granted to a not for profit corporation under Chapter 617, Florida Statutes, and shall possess all powers necessary and convenient to carry out its exempt purposes. In addition, the Corporation shall have the power to create and establish an endowment fund and to raise money for the purpose of investing in real property.

B. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code and applicable United States Treasury Regulations as the same now exist, or as they may be hereafter amended from time to time; 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 Code, or corresponding provisions of any subsequent Federal tax law; the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax law; the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax law; the Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax law; the Corporation shall not engage in any act of self dealing which would give rise to liability under section 4941(a) of the Code, or corresponding provisions of any subsequent Federal tax law.

C. No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any Director or Officer of the Corporation or any other private individual in such a

fashion as to constitute an application of funds not within the purpose of an exempt organization described in Section 501(c)(3) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

D. No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

E. In furtherance of the purposes of the Corporation, the Corporation shall have the express power to (a) own, buy, sell, gift, donate, dispose of, acquire or invest in both real and personal property, of whatever kind and character, whether tangible or intangible, (b) to invest its assets in any lawful investment, (c) to create, operate, fund, invest and distribute an endowment or similar fund in order to further the purposes of the Corporation, (d) to borrow money and to issue promissory notes, bonds and other forms of indebtedness in order to carry out or to further any of its express purposes and (e) to conduct, operate, participate in, arrange, host, sponsor or otherwise be involved in any fund raising effort to provide funds for affordable housing projects or other projects in furtherance of the Corporation's express purposes.

F. Upon dissolution of the Corporation or the winding up of its affairs, the residual assets of the Corporation shall be distributed to one or more organizations qualifying as an exempt organization under section 501(c)(3) of the Code, for one or more exempt purposes within the meaning of section 501(c)(3) of the Code. Any Director or Officer of the Corporation, The Miami-Dade County Housing Finance Authority or any private individual shall not be entitled to share in the distribution of any of the residual corporate assets upon dissolution of the Corporation.

ARTICLE V

Members

The Corporation shall have Members, and any natural person is qualified to be a Member who expresses a belief in the principles of affordable housing. The manner of admission, qualification of the Members and any applicable Membership fee shall be regulated by the Corporation's By-Laws as in effect from time to time. The Corporation's Members shall be entitled to such rights as are appropriate for members of not for profit organizations under Chapter 617, Florida Statutes, all as may be limited by the Corporation's By-Laws, and shall specifically include the election of those members of the Board of Directors of the Corporation to be elected at the annual meeting of the Members of the Corporation in accordance with Article VII hereof.

ARTICLE VI
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 Patricia Braynon, 25 West Flagler Street, Suite 950, Miami, Florida 33130-1720.

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

ARTICLE VII
Directors

The Corporation shall have three (3) Directors. The number of Directors may be increased, and later decreased, from time to time as provided in the By-Laws, but shall never be less than three (3). Each Director shall serve for a term of one year, and may serve an unlimited number of successive terms.

The names and street address of the initial members of the Board of Directors are:

Milton Wallace	25 West Flagler Street, Suite 950 Miami, Florida 33130
Aida Diego	25 West Flagler Street, Suite 950 Miami, Florida 33130
Cordella Ingram	25 West Flagler Street, Suite 950 Miami, Florida 33130

The members of the Board of Directors shall be appointed on an annual basis at the annual meeting. At all times after the first annual meeting of the Board of Directors of the Corporation, a majority of the Board shall be comprised of Directors who are not members or employees of the Housing Finance Authority of Miami-Dade County (Florida).

Any vacancy in the Board of Directors of the Corporation which occurs more than two calendar months prior to the next annual meeting of the Members of the Corporation shall be filled on an interim basis until the next annual meeting of the Members of the Corporation by a majority vote of the remaining members of the Board of Directors.

ARTICLE VIII
Incorporator

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

Patricia Braynon
25 West Flagler Street, Suite 950
Miami, Florida 33130-1720

ARTICLE IX
By-Laws

The By-Laws of the Corporation may be made, altered, amended or rescinded by a two-thirds vote of the Board of Directors.

ARTICLE X
Amendments

Every amendment to the Articles of Incorporation shall be approved by a two-thirds vote of the Board of Directors. Upon an amendment to the Articles of Incorporation being adopted, the amendment shall be filed with the Secretary of State of the State of Florida, in the manner provided by law.

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IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed these Articles of Incorporation this 25 day of January, 1999.

By:


Name: Patricia Brayner, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing Articles of Incorporation was executed and acknowledged before me this 25 day of January, 1999, by Patricia Braynon, the Incorporator.

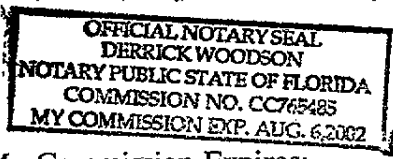
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year in these Articles of Incorporation first above written.

Derrick Woodson
NOTARY PUBLIC -- STATE OF FLORIDA

Personally Known X
OR
Produced Identification _____

Type of Identification
Produced _____

Derrick Woodson
Print, Type or Stamp Commissioned
Name of Notary Public



My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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: MIAMI-DADE COUNTY AFFORDABLE HOUSING FOUNDATION, INC.

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

Patricia Braynon
25 West Flagler Street, Suite 950
Miami, Florida 33130-1720

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.


Patricia Braynon

Date: January 25, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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