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FISHER AND WILSEY, P.A.
ATTORNEYS AND COUNSELLORS AT LAW
275 FOURTH STREET NORTH
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GEORGE F. WILSEY
Board Certified Wills,
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Certified Circuit Mediator

(727) 898-1181

FAX (727) 821-6681

STEVEN M. WILSEY
Also Certified
Public Accountant

DAVID F. WILSEY

ROBERT W. FISHER
Of Counsel

December 16, 1998

Florida Department of State
Division of Corporations - New Filings
P. O. Box 6327
Tallahassee, FL 32314

800002718108--2
-12/21/98--01120--020
****122.50 *****78.75

Re: Affordable Housing Corporation,
a not-for-profit corporation
Articles of Incorporation

Dear Sir or Madam:

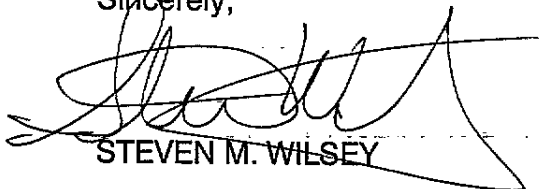
Enclosed are the Articles of Incorporation of the above-referenced corporation,
along with my client's check in the amount of \$122.50 for the corporate filing fees as
follows:

Not for Profit corporation filing fee	\$35.00
Registered Agent Designation	35.00
Certified copy	<u>\$52.50</u>
	\$122.50

After the filing of these Articles of Incorporation, please return a certified copy to me
for delivery to my client.

Thank you for your assistance.

Sincerely,


STEVEN M. WILSEY

SMW/jek
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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~~2589, 403, 2557, 611~~

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ROBERT W. FISHER
Of Counsel

February 5, 1999

Florida Department of State
Division of Corporations - New Filings
Attention: Ms. Doris McDuffie, Corporate Specialist Supervisor
P. O. Box 6327
Tallahassee, FL 32314

Re: Ref. Number: W98000028720
Letter Number: 498A00060268
Affordable Housing Corporation,
a not-for-profit corporation
Revised Articles of Incorporation

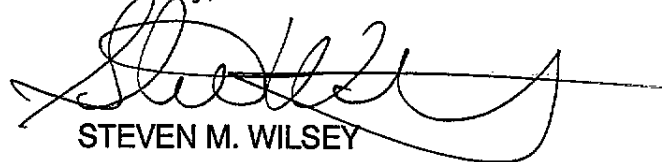
Dear Ms. McDuffie:

Enclosed are the Articles of Incorporation of the above-referenced corporation, along with a copy of your letter dated December 23, 1998, as referenced above. The Articles of Incorporation have been revised to correct the deficiencies in the original document. You are holding the original document and my client's check in the amount of \$122.50 for the corporate filing fees as follows:

Not for Profit corporation filing fee	\$35.00
Registered Agent Designation	35.00
Certified copy	<u>\$52.50</u>
	\$122.50

After the filing of these revised Articles of Incorporation, please return a certified copy to me for delivery to my client. Thank you for your assistance.

Sincerely,


STEVEN M. WILSEY

SMW/jek
Enclosures

\\1998\corporations\franks\affordable housing corp ltr.sec state file revised articles



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1998

STEVEN M. WILSEY, ESQ.
FISHER AND WILSEY, P.A.
275 4TH STREET NORTH
ST. PETERSBURG, FL 33701-3209

COPY

SUBJECT: AFFORDABLE HOUSING CORPORATION
Ref. Number: W98000028720

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

- ✓ You must list the corporation's principal office and/or a mailing address in the document.
- ✓ Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.
- ✓ The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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: 498A00060268

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AFFORDABLE HOUSING CORPORATION

The undersigned, desiring to form a Florida corporation not for profit, does adopt these Articles of Incorporation, pursuant to Florida Statute 617, to wit:

ARTICLE I

The name of this corporation shall be AFFORDABLE HOUSING CORPORATION and it shall have perpetual existence.

ARTICLE II

The purpose of this corporation shall be to make housing available and affordable to individuals of modest financial means and to assist those qualified individuals in the purchase of quality affordable housing and for such other not for profit purposes the law may allow.

ARTICLE III

The members of the corporation shall be members of AFFORDABLE HOUSING CORPORATION, a Florida non-profit corporation. The qualifications for membership shall be such as are determined by the Board of Directors of AFFORDABLE HOUSING CORPORATION, and any such person so qualified shall be admitted to membership of this corporation.

ARTICLE IV

The street address of the corporation's initial registered office is 2002 Eighth Avenue S.W., Largo, Florida 33770. The name of the corporation's initial registered agent at such address is LAWRENCE CARL FRANKS. The principal office and mailing address of the corporation is 2002 Eighth Avenue S.W., Largo, Florida 33770.

ARTICLE V

The name and residence of the incorporator to these Articles is:

LAWRENCE CARL FRANKS	2002 Eighth Avenue S.W. Largo, FL 33770
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ARTICLE VI

The affairs of the corporation shall be managed by a President, a Vice President, a Treasurer, and a Secretary. The officers shall be elected at the annual meeting of the corporation to be held at a time and place to be called by the President between January 15 and February 15 of each year commencing in 1999. The names of the officers of the corporation and their respective office, to serve until the first election or appointment under these Articles, are:

Lawrence C. Franks	President
James Landers	Vice President
James Landers	Secretary
Lawrence C. Franks	Treasurer

The powers and duties of the officers shall be those provided by law and those described in the bylaws of this corporation. The date and manner of calling an annual meeting and designation of officers may be changed by the bylaws or amendments thereto.

ARTICLE VII

The initial Board of Directors shall be composed of the officers set forth in Article VI. The Board shall never be more than ten (10) nor less than three (3). The names and addresses of the members of the initial Board of Directors are:

LAWRENCE CARL FRANKS	2002 Eighth Avenue, S.W. Largo, FL 33770
JAMES LANDERS	1026 - 25 th Ave. North St. Petersburg, FL 33704
AMY LOUGHREY	2002 Eighth Avenue, S.W. Largo, FL 33770

Directors shall be elected or appointed in accordance with the bylaws.

ARTICLE VIII

Amendments to the bylaws may be proposed by a majority of the Board of Directors. Any such proposed amendment shall be effective upon affirmative vote of two-thirds (2/3) vote of the Board of Directors of the corporation at any regular or special meeting called for the purpose of amending same.

ARTICLE IX

Amendments to the Articles of Incorporation may be proposed by a majority of the Board of Directors. Any such proposed amendment shall be effective upon affirmative vote of two-thirds (2/3) of the Board of Directors of the corporation at any regular or special meeting called for the purpose of amending same.

ARTICLE X

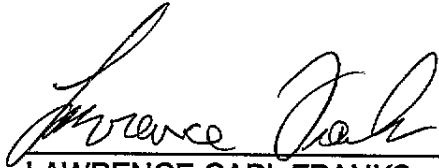
Section 1. No assets and no part of the net earning of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. 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 statement) any political campaign on behalf of 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

- (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of the United States (or the 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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the

Internal Revenue Code (or Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.


IN WITNESS WHEREOF, the subscriber has executed these Articles of Incorporation:



LAWRENCE CARL FRANKS

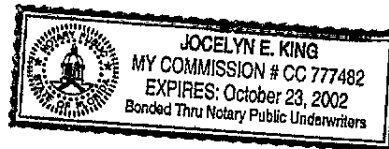
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by Lawrence Carl Franks, who is personally known to me, or who produced his Florida Driver License as identification, on this 4th day of February, 1999.



NOTARY PUBLIC

NOTARY SEAL:



FILED

Page 6 Articles of Incorporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That AFFORDABLE HOUSING CORPORATION, desiring to organize under the laws of the State of Florida with its principal office and designated registered office, as indicated in the Articles of Incorporation, at 2002 Eighth Avenue S.W., Largo, Florida 33770, Pinellas County, State of Florida, has named LAWRENCE CARL FRANKS as its agent to accept service of process within this State.

AFFORDABLE HOUSING CORPORATION

By: Lawrence Franks
LAWRENCE CARL FRANKS, President

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and to comply with the provision of said Act relative to keeping open said office. I am familiar with and accept the obligations of Resident Agent.

BY: Lawrence Franks
LAWRENCE CARL FRANKS