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FLORIDA PROFIT CORPORATION OR P.A.

MIAMI-DADE COMMUNITY DEVELOPMENT, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

Miami-Dade Community Development, Inc.

I, undersigned incorporator, for the purpose of forming a non-profit corporation under the Florida Not-For-Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Miami-Dade Community Development, Inc., (the "Corporation").

ARTICLE II

The street address of the initial principle office is 1616 N.W. 7th Avenue, Miami, Florida 33131. It's mailing address is 12260 S.W. 8 Street, Suite 224, Miami, Florida 33184.

ARTICLE III

The Corporation is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Florida Not For profit Corporation Act as may be necessary or appropriate to fulfilling the purposes for which the Corporation is organized. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall neither have nor exercise any power, nor shall it carry on any other activities not permitted to be carried on (a) by a corporation that is exempt from federal income tax Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provisions of any future United States Revenue Law (hereinafter referred to as the "Code"), or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

Preparer:
Elena Diaz de Villegas, Esq.
12260 SW 8 street, Suite 224
Miami, Florida 33184
Ph. (305) 551-2600
FL BAR NO. 0347493

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The Corporation is organized exclusively for charitable purposes, including, rehabilitation, new construction and construction of new rental properties for housing low to moderate income families (as defined by HUD regulations), with funds from the Department of Housing and Urban Development HUD, State, City and county funds and funds from private individuals and institutions. This organization will normally receive a substantial part of its support or funds in the form of contributions from a governmental unit or from the general public as provided in Section 170(b)(1)(A)(vi).

The Corporation shall engage in any other activity necessary for the achievement of its objectives subject to the restrictions of Chapter 617 of the Florida Statutes relating to corporations not for profit, other than those activities which might disqualify the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 and for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

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 in the articles of this 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 publishing of 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

This Corporation shall not discriminate against any employee or volunteer because of race, color, religion, creed, age, sex, national origin, ancestry, sexual preference or handicap not affecting job performance, nor shall this Corporation discriminate against any client for these reasons.

This Corporation shall have perpetual existence. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for

Preparer:

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a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on:

By a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law).

ARTICLE IV

The Corporation shall be governed by a board of directors ("the Board"). The Board shall be elected and serve in accordance with the terms of the by-laws of the Corporation. The Board shall consist of no fewer than three (3) members or, if larger, the number of members required by law.

ARTICLE V

The street address of the Corporation's initial registered office is 12260 S.W. 8 Street, Suite 224, Miami, Florida 33184 and the name of the initial registered agent at such office is the office of Elena Diaz de Villegas.

ARTICLE VI

The name and the address of the incorporator of the Corporation is Elena Diaz de Villegas, Esq., 12260 S.W. 8 Street, Suite 224, Miami, Florida 33184.

ARTICLE VII

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another Corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

Preparer

Elena Diaz de Villegas, Esq.
12260 S.W. 8 Street, Suite 224,
Miami, Florida 33184
PhN (305) 551-2600 Fla Bar No: 0347493

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 1st day of April, 1999.

Elena Diaz de Villegas
 Elena Diaz de Villegas
 Incorporator

Preparer:
 Elena Diaz de Villegas, Esq.
 12260 SW 8 street, Suite 224
 Miami, Florida 33184
 Ph. (305) 551-2600
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Miami Dade Community Development, Inc., at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 617.0513 of the Florida Not For Profit Corporation Act.

Dated as of 1st day of April, 1999.

Elena Diaz de Villegas

BY: *Elena Diaz de Villegas*
 Elena Diaz de Villegas

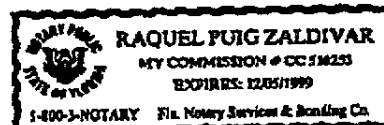
The foregoing instrument was acknowledged before me on this 1 day of April, 1999 by Elena Diaz de Villegas to me personally known and who have taken the oath.

Raquel Puig Zaldivar
 Notary Public, State of Florida

RAQUEL PUIG ZALDIVAR
 (Print Name)

My commission Expires: _____

as of 1 day of April, 1999.



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