

Division of Corporations

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Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

Northgate, Inc.

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**ARTICLES OF INCORPORATION
OF
NORTHGATE, INC.**

A Florida Not-For-Profit Corporation

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The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617, as amended.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this Corporation is NORTHGATE, INC. The principal address and office of the Corporation is 200 S.E. First Street, Suite 704, Miami, Florida 33131.

ARTICLE II - NATURE OF CORPORATION

This is not-for-profit Corporation, organized solely for general charitable purposes pursuant to the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.

ARTICLE III - PURPOSE

A. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws.

B. Without in any way limiting the foregoing general purposes, the specific purpose for which this Corporation is formed is to acquire, rehabilitate, own, and operate as residential housing that certain property located at 7300 Biscayne Boulevard, Miami, Florida, such property to serve as affordable housing in Miami-Dade County, Florida. Such housing shall be affordable to persons whose income levels fall within the definition of "low income" or "very low income" as defined by applicable federal and state laws.

C. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

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ARTICLE IV - DURATION

This Corporation is to exist perpetually.

ARTICLE V - MEMBERSHIP

The membership of the corporation shall be open to all persons regardless of race, color, creed, sex or national origin. The qualifications for membership and the manner of admission to membership and removal therefrom shall be governed and regulated by the Bylaws of the Corporation which shall provide, among other things, that the Corporation has both voting members and non-voting members.

Until such time as the Corporation has voting members, the Corporation shall be governed by the initial Board of Directors.

ARTICLE VI - NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock, however, it may have and issue membership certificates which shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not-for-profit corporation.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Maria S. Pellerin
200 S.E. First Street
Suite 704
Miami, Florida 33131

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 200 S.E. First Street, Suite 704, Miami, Florida 33131 and the name of the initial registered agent of the Corporation is Maria S. Pellerin located at the address of the registered office.

ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS

A. The business and affairs of the Corporation shall be managed by a Board of Directors.

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B. The names and addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the First Meeting of the Members, and thereafter until their successors are elected and qualified, is as follows:

Ms. Gail Ashkins	9821 S.W. 165 th Terrace, Suite 1 Miami, Florida 33157
Mr. Stephen Danner	1101 Brickell Avenue, Suite 1402 Miami, Florida 33131
Judge Jeff Rosinek	1351 N.W. 12 th Street, Room 308 Miami, Florida 33125
Mr. Jerry Brooks	12368 S.W. 94 th Terrace Miami, Florida 33186
Mnsgr. Franklyn Casale	16400 N.W. 32 nd Avenue Miami, Florida 33054-6492
Mr. Jerry Coleman	2136 N.W. 8 th Avenue Miami, Florida 33137
Mr. J. Ed Bell	1891 N.W. 107 th Avenue Miami, Florida 33172
Ms. Donna MacDonald	1525 Lennox Avenue Miami Beach, Florida 33139
Ms. Fatima Gonzalez-Triana	3850 West Flagler Street Miami, Florida 33134
Mr. Fred Jackson	c/o IBM Corp. 1 Columbus Center Alhambra Plaza Coral Gables, Florida 33134
Mr. Alan Ojeda	848 Brickell Avenue, Suite 1010 Miami, Florida 33131
Mr. Neill Robinson	7900 N.E. Second Avenue, 6 th Floor Miami, Florida 33138
Ms. Sandy Robinson	5750 Sunset Drive South Miami, Florida 33143
Dr. George Simpson	3619 Percival Avenue Miami, Florida 33133

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C. The number of Directors of this Corporation shall not be less than 3 nor more than 20. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

D. Directors shall be elected, removed and hold office as provided in the Bylaws.

E. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the Corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE X - BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act concerning corporate action that must be authorized or approved by a majority of the voting members of the Corporation, the Bylaws of the Corporation may be altered, amended or repealed and new Bylaws adopted, by the Board of Directors.

ARTICLE XI - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member or officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article III hereof, and no member or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the corporation.

ARTICLE XII - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation, shall be distributed to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding provisions of any prior or future Code or to the federal, state or local government exclusively for public purposes.

ARTICLE XIII - AMENDMENT TO ARTICLES OF INCORPORATION

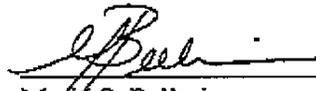
These Articles of Incorporation may be amended by the voting members in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. The Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause

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any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), Director, or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Article may not contain any provision which would be unlawful at the time of such amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 9th day of July, 1999.

INCORPORATOR:



Maria S. Pellerin

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statute Section 608.0501, the following is submitted:

NORTHGATE, INC. desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has designated 200 S.E. First Street, Suite 704, Miami, Florida 33131 as its initial registered office and has named Maria S. Pellerin located at such address as its initial registered agent.

DATED THIS 9th DAY OF JULY, 1999.

INCORPORATOR:



Maria S. Pellerin

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 9th DAY OF JULY, 1999.



Maria S. Pellerin, Registered Agent

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