

N990000007304

GERARD A. ARSENAULT
800 North Flagler Drive
West Palm Beach, Florida 33401

December 8, 1999

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

re: St. Clare Housing, Inc.

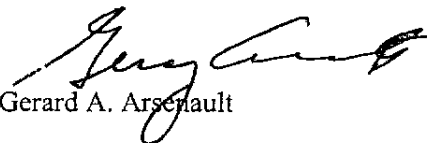
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*****78.75 *****78.75

Gentlemen:

Enclosed please find Articles of Incorporation St. Clare Housing, Inc. and the Acceptance of Registered Agent form. I've also enclosed our check for \$78.75.

Please overnight the Certified Copy of Status. A return Federal Express envelope and shipping form are enclosed. If you have any questions, please contact the undersigned.

Sincerely,


Gerard A. Arsenaault

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FL 32310

ARTICLES OF INCORPORATION

OF

ST. CLARE HOUSING, INC.

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

ST. CLARE HOUSING, INC.

ARTICLE II

Principal place of business:

821 Prosperity Farms Road
North Palm Beach, FL 33408

ARTICLE III

Purpose

(a) This corporation is organized and shall be operated exclusively for charitable and educational purposes including, without limitation, the subsidiary of housing for needy families. As means for the accomplishment of the foregoing, it shall be within the purpose of this corporation to: (1) acquire residential housing; (2) establish and maintain charitable and educational activities; and (3) to take any other action which, from time to time, shall seem expedient to the Trustees of this corporation and which shall further the said purposes.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property or both, and subject to the restrictions and limitation hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its charitable and educational purposes directly rather than by or through one or more grantee organizations.

(c) No part of the net earnings of this corporation shall inure to the benefit of any Trustee, officer of this corporation, member or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no Trustee, officer of this corporation, or member shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code") or the regulations issued thereunder, or by an organization, contributing to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, or educational organizations which then would qualify under the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no Trustee, officer or member shall be entitled to share in the distribution of any of the assets.

ARTICLE IV

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable and educational purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V

Members

The members of the corporation shall consist of those persons who join as subscribers to these Articles of Incorporation, and such other persons as may from time to time be elected and admitted to membership by the Board of Trustees of this corporation in accordance with the provisions of the By-Laws of this corporation.

ARTICLE VI

Terms of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VII

Registered Agent and Registered Office

The initial registered agent of this corporation shall be Gerard A. Arsenault, the initial registered office of the corporation shall be 800 North Flagler Drive, West Palm Beach, FL 33401. This Corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VIII

Subscriber

The name and address of the subscribers to these Articles of Incorporation are:

Andrew Houvouras	14390 64 th Drive North, Palm Beach Gardens, FL 33418
Michael Berry	821 Allamanda Drive, North Palm Beach, FL 33408
Gerard Arsenault	109 So. Anchorage Drive, North Palm Beach, FL 33408

ARTICLE IX

Officers and Trustees

The affairs of this corporation shall be managed by a Board of Trustees who shall be elected by the members of this corporation as provided in the By-Laws, and by the officers who shall be elected by the Board of Trustees. The officers thus to be elected shall be a president, vice-president, a secretary, and a treasurer and such other officers as may be provided for in the By-Laws of this corporation. The duties of the respected officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-Laws. The number of Trustees and the manner of filling vacancies in the Board of Trustees shall be provided in the By-Laws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Trustees qualified and active, and the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees. Meetings of the Trustee may be held within or without the State of Florida.

ARTICLE X

Trustees

The names and addresses of the members of the first Board of Trustees who, subject to these Articles, the By-Laws of this corporation and that laws of the State of Florida, shall hold office for their first year of this corporation's existence, and under their successors have been duly elected and qualified are:

Andrew Houvouras	14390 64 th Drive North, Palm Beach Gardens, FL 33418
Michael Berry	821 Allamanda Drive, North Palm Beach, FL 33408
Gerard Arsenault	109 So. Anchorage Drive, North Palm Beach, FL 33408

ARTICLE XI

By-Laws

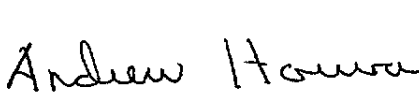
The By-Laws of this corporation may be make, alerted, amended or repealed and new By-Laws may be adopted from time to time by a majority vote of the Trustees of this corporation.

ARTICLE XII

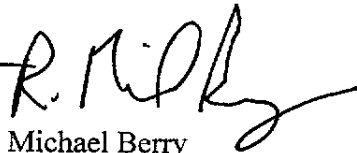
Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the members of this corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment of amendments to be considered at such meeting shall have been duly given in writing by mail to each member prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the members present at such meeting.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 8th day of December, 1999.



Andrew Houvouras
Trustee



Michael Berry
Trustee



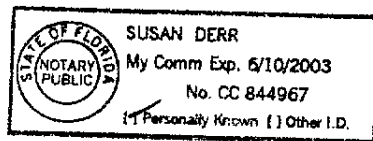
Gerard Arsenault
Trustee

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authorities of this 8th day of December, 1999, personally appeared: Andrew Houvouras, Michael Berry and Gerard Arsenault, who personally known to me, and who signed the foregoing Articles of Incorporation and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.


WITNESS my hand and official seal the date aforesaid.

Susan Derr
Notary Public



ACCEPTANCE OF REGISTERED AGENT

I HEREBY certify that I am familiar with and accept the duties and responsibilities as Registered Agent for St. Clare Housing, Inc.


Gerard A. Arsenault, Resident Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Gerard A. Arsenault, as the Resident Agent to the foregoing Articles of Incorporation, personally known to me, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my and seal in the County and State aforesaid, this 8th day of December, 1999.


NOTARY PUBLIC

My commission expires:

