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FLORIDA PROFIT/NON PROFIT CORPORATION

SP AFFORDABLE HOUSING DEVELOPMENT II, INC.

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ARTICLES OF INCORPORATION

SP AFFORDABLE HOUSING DEVELOPMENT II, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name of the corporation (hereinafter called the "Corporation") is SP AFFORDABLE HOUSING DEVELOPMENT II, INC.

SECOND: The street address of the principal office of the corporation is 615 Kurek Court, Merritt Island, Florida 32953, and the mailing address of the corporation is P. O. Box 540338, Merritt Island, Florida 32954-0338.

THIRD: The number of shares that the Corporation is authorized to issue is 1,000 shares of Common Stock, no par value.

FOURTH: The name and Florida street address of the Corporation's registered agent is Melbourne Housing Authority c/o Ronald M. Sellers, Executive Director, 615 Kurek Court, Merritt Island, Florida 32953.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator is:

Melbourne Housing Authority
c/o Ronald M. Sellers, Executive Director
615 Kurek Court
Merritt Island, Florida 32953

SIXTH: The purpose for which the Corporation is organized is as follows:

1. To raise the housing, economic, educational, and community quality of life of the residents of Brevard County, Florida, including members of the community with income below federal poverty guidelines; to foster and promote community wide interest and concern for the problems of said residents, and toward that end expand opportunities that contemplate increasing (a) safe, sanitary, and affordable housing; (b) educational, social, and economic opportunities; (c) decrease sickness, poverty, crime, and environmental degradation resulting from a scarcity of adequate affordable housing, or resulting from unsafe or unsanitary housing; and (d) eliminate prejudice encountered by those without an affordable housing option.

2. To expand the opportunities available to said residents to develop financial and credit skills necessary for successful home ownership.

3. To expand opportunities available to said residents and groups to obtain adequate low-cost housing accommodations by constructing, acquiring, rehabilitating, or otherwise providing decent, safe, and sanitary housing in Brevard County for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to

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relieve the poor, distressed, underprivileged, and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through any legal means, including rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites for the purpose of combating the deterioration of the community and contributing to its physical improvement.

4. To develop affordable housing opportunities designed, constructed, and equipped so as to improve or harmonize with the neighborhoods they occupy, meet contemporary standards of modest livability, promote security and be attractive and marketable to the people they are intended to serve.

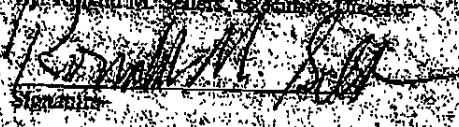
5. To aid, support, and assist by in kind services, gifts, contributions, or otherwise, non-profit corporations, community chests, funds, and foundations organized and operated exclusively for charitable, educational, or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no administrative functions nor used attempting to influence legislation.

6. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, expanding housing opportunities, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments, or agencies.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on July 18, 2008

Michael Housing Authority, Incorporated
By: Ronald M. Sellers, Secretary

Secretary

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

Melbourne Housing Authority
By: Ronald M. Sellers, Executive Director


Signature/Registered Agent

Date: July 18, 2008

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