

TRANSMITTAL LETTER

P95000007874

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Affordable Housing Management Consultants, Inc
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- \$70.00
Filing Fee
- \$78.75
Filing Fee & Certificate
- \$122.50
Filing Fee & Certified Copy
- \$131.25
Filing Fee, Certified Copy & Certificate

FROM:

Jimmy Caldwell

Name (Printed or typed)

14501 Anchoret Rd

Address

Tampa, Fl. 33624

City, State & Zip

813-968-1612

Daytime Telephone number

000001386410
-01/23/95--01011--028
****131.25 ****131.25

FILED
95 JAN 31 AM 9 24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. REGISTER JAN 25 1995

789, 625, 1706, 11671, 1717

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 25, 1995

JIMMY CALDWELL
14501 ANCHORET RD
TAMPA, FL 33624

SUBJECT: AFFORDABLE HOUSING MANAGEMENT CONSULTANTS, INC.
Ref. Number: W95000001717

We have received your document for AFFORDABLE HOUSING MANAGEMENT CONSULTANTS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return 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 (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 395A00003094

Jimmy R. Caldwell
14501 Anchorct Road
Tampa, Florida 33624
(813) 968-1612

January 28, 1995

Beth Register, Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Ref. Number W95000001717

Dear Ms Register:

Enclosed you will find the revised corporate documents for Affordable Housing Management Consultants, Inc. Page four of the revised document changes the effective date to January 31, 1995.

Thank you for your letter and if you have any questions, please call me at (813) 968-1612.

Sincerely,


Jimmy R. Caldwell

JRC\vc

**ARTICLES OF INCORPORATION
OF
AFFORDABLE HOUSING MANAGEMENT CONSULTANTS, INC.**

**ARTICLE I:
NAME; PRINCIPAL PLACE OF BUSINESS**

**The name of the corporation shall be:
AFFORDABLE HOUSING MANAGEMENT CONSULTANTS, INC.**

The principal place of business and mailing address of this corporation shall be

**14502 Anchoret Road
Tampa, Florida 33607**

**ARTICLE II:
BUSINESS AND PURPOSE**

The general nature of the business to be transacted by this corporation shall be:

- a. To establish, maintain and operate an Affordable Housing Management consulting firm; to perform industry analyses; to purchase, lease or otherwise acquire lands and buildings for the purpose of this corporation; to analyze the feasibility of current and potential clients and projects submitted by clients and where appropriate; assist clients with identifying suitable affordable housing projects.
- b. To lease or sublet offices, apartments, warehouses or to purchase same, for the purpose hereinabove setforth.
- c. To purchase, or otherwise acquire, hold, sell, exchange, mortgage, pledge, hypothecate, dispose of real or personal property for the purpose setforth.
- d. To borrow money and contract debts when necessary for the transaction of its business.
- e. To enter into, make and perform contracts of any kind with any person, firm, association or corporation, and to become a partner with any other corporation or individual or either or both.
- f. To purchase, sell, and transfer shares of its own capital stock.
- g. To carry on any business, not forbidden by laws of the State of Florida, or any other venue, with all powers conferred upon the Corporation by the laws of the State of Florida or other jurisdiction.

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TAMPA FLORIDA

**ARTICLE III
CAPITAL STOCK**

- a. **Authorized Capital:** The total number of shares of capital authorized to be issued by this Corporation shall be 100 shares of voting stock, par value \$10.00 per share.
- b. **Payment for Stock:** All or any part of the consideration for issuance of capital stock of this Corporation may be in cash, property, labor and services, at a fair valuation to be determined by the Board of Directors at a meeting called for that purpose, which consideration, in any event shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.
- c. **Classes of Capital Stock:**
 - 1. There shall be two classes of shareholders. Senior shareholders are those shareholders on record as of the date of incorporation and all other shareholders. The senior shareholders shall be granted certain rights and duties as set forth in the bylaws.
 - 2. The Senior Shareholders of the Corporation shall from time to time establish the number of shares to be issued, to be acquired and purchased.
 - 3. The senior Directors of the Board of Directors shall annually determine the dollar amount of dividends to shareholders and shall make a diligent effort to do so by the 90th day in accordance with the bylaws.
 - 4. Upon the death, disability, resignation (voluntary or non-voluntary), this corporation shall have the right to purchase or redeem the stock held by that individual in accordance with the bylaws.
- d. **Voting Rights:** All Senior Shareholders shall have one vote for every share held, Junior Shareholders shall have one vote without regard to the number of shares actually held.
- e. **Nontransferability of Shares:** The capital stock of this Corporation shall not be transferred, assigned, sold, pledged, hypothecated or otherwise encumbered or disposed of for any purpose (including, but not limited to, gifts, testate or intestate inheritance or other transfers by operation of law) unless the transfer has been received and have been approved in writing by the Senior Directors.
- f. **Dividends:** Any payment of earnings is to be made by the Board of Directors in accordance with the policies and procedures set forth in the bylaws of the Corporation.
- g. **Repurchase or Redemption of Shares:** This Corporation shall have the right to purchase or redeem the stock from any stockholder only in accordance with policies and procedures set forth in the by laws.
- h. **Liquidation:** Upon the liquidation, dissolution, or winding down of this corporation, whether voluntary or involuntary, each shareholder shall receive cash or property equal to an amount determined based on an independent third party valuation.
- i. **Preemptive Rights:** Senior Shareholders shall have the preemptive rights to acquire or subscribe for capital stock or other securities of this Corporation.

**ARTICLE IV
EXISTENCE OF THE CORPORATION**

The corporation shall have a perpetual existence.

**ARTICLE V
BOARD OF DIRECTORS**

The Board of Directors of this Corporation shall consist of not less than two or more than seven individuals, which shall be comprised of both Senior and Junior Shareholders. The number of members shall be fixed in accordance with the policies and procedures set forth in the bylaws. The bylaws of this corporation may provide that the Directors be divided into two or more classes, Senior Directors and Junior Directors, whose terms of office may expire at different times.

**ARTICLE VI
INDEMNITY**

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which involves: (1) a director's duty or loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

**ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 14501 Anchoret Road, Tampa, Florida 33624 and the name and address of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served is Jimmy R. Caldwell, 14501 Anchoret Road, Tampa, Florida 33624.

ARTICLE VIII
INCORPORATOR'S ADDRESS

The name and address of the Incorporator of the Corporation are as follows:

Jimmy R. Caldwell
14501 Anchoret Road
Tampa, Florida 33624

The effective date of this Certificate of Incorporation shall be January 31, 1995.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed.

Jimmy R. Caldwell

Jimmy R. Caldwell, Incorporator

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Affordable Housing Management Consultants, INC
(must include suffix)

2. The name and address of the registered agent and office is:

Jimmy Caldwell
(Name)

14501 Anchoret Rd
(Street address - P. O. Box not acceptable)

Tampa, FL, 33624
(City/State/Zip)

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95 JAN 31 AM 9:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Jimmy Caldwell
(Signature)

12-26-94
(Date)