

P95000058983

TRANSMITTAL LETTER

FILED

95 JUL 18 PM 3:58

RECEIVED
TALLAHASSEE, FLORIDA

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

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SUBJECT: HOUSING SERVICES AND GRANT CONSULTANTS, INC.
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
July 18, 1995

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

Additional Copy Required

FROM: Hank J. Pocopanni
Name (printed or typed)

3440 Turkey Oaks Drive West
Address

Jacksonville, Florida 32277
City, State & Zip

904-743-5177
Daytime Telephone number

W95-14793
KMH 7-21-95

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

KA
7-31-95



FLORIDA DEPARTMENT OF STATE

July 24, 1995

Sandra B. Mortham
Secretary of State

HANK J. POCOPANNI
3440 TURKEY OAKS DRIVE WEST
JACKSONVILLE, FL 32277

SUBJECT: HOUSING SERVICES AND GRANT CONSULTANTS, INC.
Ref. Number: W95000014793

We have received your document for HOUSING SERVICES AND GRANT CONSULTANTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation must be prepared in compliance with section 607.0202, Florida Statutes. Please refer to this section of the law.

Bylaws are not filed with this office. Please retain them for your records.

The document must include original signatures.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 495A00035026

MS HYMAN-

PLEASE CONSIDER MY FILING DATE AS JULY 18, 1995.

THANK YOU - Hank Pocopanni

TRANSMITTAL LETTER

FILED

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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

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

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ARTICLES OF INCORPORATION 95 JUL 10 PM 3:50

SEC
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

HOUSING SERVICES AND GRANT CONSULTANTS, INC.

ARTICLE II PRINCIPAL OFFICE

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

3440 TURKEY OAKS DRIVE WEST
JACKSONVILLE, FLORIDA 32277

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

The Corporation is authorized to issue a minimum of 100 shares and a maximum of 1,000 shares. The maximum amount of shares issued may be increased by majority vote of shareholders.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Hank J. Pocopanni
3440 Turkey Oaks Drive West
Jacksonville, Florida 32277

ARTICLE V INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Hank J. Pocopanni 3440 Turkey Oaks Drive West
Jacksonville, Florida 32277

ARTICLE VI PURPOSE OF CORPORATION

The purpose of the Corporation is to provide housing services and grant consultation inclusive of:

Single family and multi family housing rehabilitation.
New construction.
Grant applications and implementation.
Loan underwriting and servicing.
Establishment and implementation of existing or future housing programs and services.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable, or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE VII OFFICERS

Number. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Corporation. In its discretion, the Corporation may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person. Officers may be directors or shareholders of the Corporation.

President. The President shall be the principal executive officer of the Corporation and, shall in general, supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the shareholders. He may sign, with the Secretary or any other proper officer of the Corporation, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments required by law to be signed or executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Corporation.

Vice President. In the absence of the President or in event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President. If there is more than one Vice President, each Vice President shall succeed to the duties of the President in order of rank as determined by the Corporation.

Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the shareholders in one or more minute books provided for that purpose; (b) see that all notices are duly given in accordance as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) sign with the President certificates for shares of the Corporation; (f) have general charge of the stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President.

Treasurer. The Treasurer shall; (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source what-soever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected.

Salaries. The salaries of the officers shall be fixed from time to time by the Corporation, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

ARTICLE VIII INDEMNITY

The Corporation shall indemnify its officers and employees as follows:

(a) Every officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been an officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as an officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is an officer, employee or agent at the time such expenses are incurred,

except in such cases wherein the officer, or employee, is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Corporation approves such settlement and reimbursement as being for the best interests of the Corporation.

(b) The Corporation shall provide to any person who is or was an officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as an officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law.

(c) The Corporation may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VIII.

ARTICLE IX CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Contracts. The Corporation may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Corporation. Such authority may be general or confined to specific instances.

Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Corporation.

Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Corporation may select.

ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty first day of December of each year.

ARTICLE XI DIVIDENDS

The Corporation may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

ARTICLE XII CORPORATE SEAL

A corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal".

ARTICLE XIII CORPORATION SHARES AND SHAREHOLDERS

Certificates for Shares. Certificates representing shares of the Corporation shall be in such form as shall be determined by the Corporation. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and by the Corporation, so to do, and sealed with the corporate seal. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the Corporation.

Voting Lists. The officer or agent having charge of the stock transfer books for shares of the corporation shall make a complete list of the shareholders entitled to vote at each meeting of shareholders or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting for the purposes thereof.

Quorum. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Proxy. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Corporation before or at the time of the meeting.

Voting of Shares. Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Voting of Shares by Certain Holders. Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the Bylaws of such corporation may prescribe or, in the absence of such provision.

Shares held by an administrator, executor, guardian, or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name, if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to the Corporation shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

Informal Action by Shareholders. Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

Transfer of Shares. Transfer of shares of the Corporation shall be made only on the stock transfer books of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by

power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificates for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes. Provided, however, that upon any action undertaken by the shareholders to elect S Corporation status pursuant to Section 1362 of the Internal Revenue Code and upon any shareholders agreement thereto restricting the transfer of said shares so as to disqualify said S Corporation status, said restriction on transfer shall be made a part of the bylaws so long as said government is in force and effect.

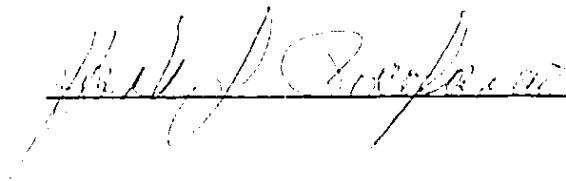
ARTICLE XIV WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Corporation at any regular or special meeting of the Corporation.

The undersigned incorporator has executed these Articles of Incorporation this 18TH day of JULY, 1995.



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: HOUSING SERVICES AND GRANT CONSULTANTS, INC.

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

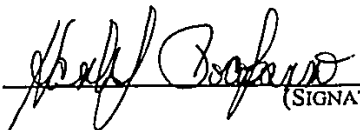
Hank J. Pocopanni
(NAME)

3440 Turkey Oaks Drive West
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Jacksonville, Florida 32277
(CITY/STATE/ZIP)

FILED
JUL 18 1995
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.


(SIGNATURE)

JULY 18, 1995
(DATE)