

AIDS HELP

96 NOV 20 AM 9: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PK 11/20/96
W90 PK 73558
11/6/96

P.O.Box 4374, Key West, FL 33041-4374
(305) 296-6196 • FAX: (305) 296-6337
Printed on Recycled Paper



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1996

CHIP LARKIN
P O BOX 4374
KEY WEST, FL 33041-4374

SUBJECT: 1213 WILLIAM STREET CORPORATION
Ref. Number: W96000023558

We have received your document for 1213 WILLIAM STREET CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 496A00050926



November 14, 1996

Ms. Pamela Hall, Document Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: 1213 William Street Corporation

Dear Ms. Hall:

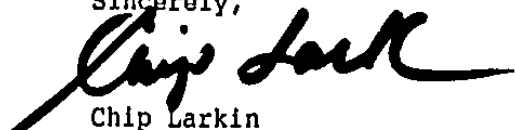
In accordance with the instructions you provided during our conversation today, we are resubmitting the articles of incorporation for the above referenced entity.

As per your instructions, we have added the manner of election of the directors to Article IV, and we have provided the Certificate of Designation Registered Agent/Registered Office.

As I mentioned, this form of the Certificate of Incorporation is required by HUD under Federal statute and we have previously filed two (2) such corporations with the State of Florida using this form, viz., AHI Real Estate Properties, Inc. (N49935) and AHI Housing, Inc. (N95000001049).

Thank you for your guidance and help, and please feel free to call me at 305/296-6196 should you have any other questions.

Sincerely,


Chip Larkin
Director of Development

Enclosed: Original and 1 copy.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
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Pamela Hall
Document Specialist

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ARTICLES OF INCORPORATION
1213 WILLIAM STREET CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

- (a) The name of the Corporation is **1213 WILLIAM STREET CORPORATION** referred to as "the Corporation"
- (b) The existence of the Corporation will be **perpetual**.
- (c) The principal office of the Corporation will be located at **2700 Flagler Ave., Key West FL 33040**
- (d) The resident agent of the Corporation is **Ronald G. Herron, Executive Director, AIDS Help, Inc.** whose post office address is **2700 Flagler Ave., Key West, FL 33040**

Article II

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

Article III

The Corporation is empowered:

- (a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under (Section 202 of the housing act of 1959, as amended, or Section 811 of the National Affordable Housing Act).
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.
- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under (Section 202 or Section 811). Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the secretary of housing and urban development.
- (d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article IV

The number of directors (trustees) of the Corporation shall be (*) at least 7. The original directors (trustees) and the term for which each will serve, are set below.

Name:

Term:

(See Attachment "A" affixed hereto)

The directors (trustees) shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of the Board of Directors of AIDS Help, Inc., the parent corporation, whose Board members are elected for staggered 3-year terms at the Annual Meeting of the Board of Directors;

or nonmembers who have the approval of the Board of Trustees (Directors) of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member of (**) the Board of Directors of AIDS Help, Inc.,

or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director (trustee) of the Corporation.

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors (trustees) of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors (trustees) shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

The annual meeting shall be held between January and December of each year.

Article V

By-Laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof.

Article VI

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

Signed by the incorporators this 8th day of October, 1996.

Name:

Address:

Carol L. Rogers
CAROL L. ROGERS, PRESIDENT

Lower Florida Keys Health System, Inc.
P.O. Box 9107, Key West, FL 33041

Albert H. Mc Carthy
ALBERT H. MC CARTHY, VICE PRESIDENT

P.O. Box 550, Key West, FL 33041

* Must be at least seven (7) but no more than fifteen (15) individuals (except for projects assisted under Section 811).

** Insert the name of the sponsoring organization.

U.S. Department of Housing and Urban Development
Office of Housing / Federal Housing Commissioner

Project Number :

066-HD028-WPD

Project Name :

1213 WILLIAM STREET PROJECT

Project Location (street, city, State)

1213 WILLIAM STREET, KEY WEST, FLORIDA

For Use by Nonprofit Corporations under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.

CERTIFICATE OF INCORPORATION OF

1213 WILLIAM STREET CORPORATION

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of Florida and further certify that:

Article I

- (a) The name of the Corporation is 1213 WILLIAM STREET CORPORATION referred to as "the Corporation".
- (b) The existence of the Corporation will be perpetual.
- (c) The principal office of the Corporation will be located at 2700 Flagler Ave., Key West, FL 33040
- (d) The resident agent of the Corporation is Ronald G. Herron, Executive Director, AIDS Help, Inc. whose post office address is 2700 Flagler Ave., Key West, FL 33040.

Article II

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) To provide elderly or disabled persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.
- (b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

Article III

The Corporation is empowered:

- (a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.
- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances and project rental assistance under Section 202 or Section 811. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.
- (d) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation other than one created for religious purposes: Provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

Attachment "A"

BOARD OF DIRECTORS

1213 WILLIAM STREET CORPORATION

<u>Name</u>	<u>Title</u>	<u>Commencement/Term</u>
Carol L. Rogers Key West, FL	President	May 1996 / Apr 1999
Albert H. McCarthy Key West, FL	Vice President	May 1996 / Apr 1999
Frank N. Romano Key West, FL	Secretary	May 1996 / Apr 1999
Rose A. Chibbaro, CPA Key West, FL	Treasurer	May 1995 / Apr 1998
Richard T. Chiroff, MD Key West, FL	Director	May 1996 / Apr 1999
Peggy Ward Grant Key West, FL	Director	Sep 1996 / Apr 1999
Matthew G. Helmerich Key West, FL	Director	May 1996 / Apr 1999
Charles A. Lamb Key West, FL	Director	May 1995 / Apr 1998
Michael J. Miarecki Key West, FL	Director	May 1996 / Apr 1999
Rev. Thomas Mullane Big Pine Key, FL	Director	May 1995 / Apr 1998
Robert E. Nesbitt Key West, FL	Director	May 1995 / Apr 1998
J. Jefferson Overby Key West, FL	Director	May 1996 / Apr 1999
Todd J. Peerman Key West, FL	Director	May 1995 / Apr 1998
Thomas R. Schmitt Key West, FL	Director	May 1996 / Apr 1999

-continued-

Attachmont "A", Page Two

Sue L. Sellers Key West, FL	Director	May 1996 / Apr 1999
Rev. Julia M. Seward Key West, FL	Director	May 1995 / Apr 1998
Mark E. Whiteside MD Key West, FL	Director	May 1996 / Apr 1999
James D. Wilkinson, MD Key West, FL	Director	Sep 1996 / Apr 1999

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

FILED

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: 1213 WILLIAM STREET CORPORATION

(must include suffix)

2700 Flagler Avenue
Key West, FL 33040

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

RONALD G. HERRON

(Name)

2700 FLAGLER AVENUE

(Street address - P. O. Box or Mail Drop Box NOT acceptable)

KEY WEST, FLORIDA 33040

(City/State/Zip)

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)

11/16/96
(Date)