



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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THE BEST AVAILABLE. THE
ORIGINAL DOCUMENTS
SUBMITTED FOR FILING WERE
NOT SUITABLE FOR
MICROFILMING.**

ARTICLES OF INCORPORATION
OF A CORPORATION NOT FOR PROFIT
OF
ECUMENICAL DEVELOPMENTS, INC.

FILED

ARTICLE I

The name of this corporation shall be:

ECUMENICAL DEVELOPMENTS, INC.

ARTICLE II

The purposes for which this corporation is organized are as follows:

a) To avail itself of any and of all of the opportunities for community service which may fall within the purview of charitable and nonprofit activities as defined by the Florida Statutes for such corporations not for profit.

b) The corporation among other activities is concerned with and shall become involved with the improvement of housing in this community, whether at the national level under Title 221-(d) (3) Program or similar legislation or under the State or Local level and in accordance with the laws of the United States, the State of Florida, the County of Dade and any of the Municipalities within the said County of Dade in accordance with the desires as set forth in these objectives among which is to improve the housing of citizens of this community regardless of race, color or creed, so that all men may live with equal dignity and opportunity in this community.

c) This corporation while primarily concerned with equal opportunities for all citizens for shelter, is not limited thereto and shall have the right and authority to be active in other areas of influence and opportunity which relate to the common good and welfare of all citizens of this community, including the furnishing of desirable housing within the rent-paying ability of prospective low and middle income tenants, as regulated by pertinent Federal Housing Administration rules and regulations, on a not-for profit basis; and to insure desirable housing with controlled density in accordance with established standards, F.H.A. or otherwise.

ARTICLE III

The qualification of members and the manner of their admission shall be as follows: They must be persons who are willing to subscribe to the philosophy of the intention and activities of the corporation as set forth in Article II above and shall be eligible for membership in accordance with the following requirements:

a) There shall always be not less than four (4) sponsoring member groups to wit: The Catholic Diocese of Miami, the Episcopal Diocese of South Florida, the Mount Zion Baptist Church, and Saint John Baptist Church which are the four (4) sponsoring member groups comprising this corporation not for profit, and each shall designate three (3) representatives who shall comprise the Incorporators and first Board of Directors.

b) Vacancies in this corporations sponsoring groups or additional member sponsors shall be filled in accordance with the by-laws.

c) The removal of a member sponsoring group or a representative of such member sponsoring group shall be in accordance with the by-laws but only for cause. The terms of office and other requirements concerning the admission or removal of members; filling unexpired terms and the vote necessary for such action shall be in accordance with the by-laws.

ARTICLE IV

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

ARTICLE V

The names and residences of the subscribers of the corporation are as follows, and their term of membership as indicated.

Reverend Thedford Johnson	Rm. 505 -
James W. Mathews	1st National
Dr. George Simpson	Bank Building
Gussie Dobbs	"
Charles A. Lockhart	"
Nelson A. Adams	"
Henry W. Daniels	"
Reverend Edward T. Graham	"
A. A. Haughton	"
Athalie Range	"
Sidney T. Cox	"
Harold E. Brown	"

Each of the above shall serve for a period of three years, or until their successor shall have been elected or appointed and installed.

ARTICLE VI

The officers who shall manage the affairs of the corporation shall be the President, Vice President, Secretary, Treasurer, and Assistant Secretary.

The Officers shall be elected by the members of the Board of Directors within twenty (20) days after the annual meeting of the members in accordance with the By Laws, at which meeting the members of the Board of Directors shall be elected.

Quorum for the Board of Directors shall consist of not less than seven (7) members thereof, present at any meeting of the said Board after due notice to all members thereof.

ARTICLE VII

The names of the Officers who are to serve until the first annual election as provided in these Articles of Incorporation are as follows:

President	Reverend Thedford Johnson
Vice President	James W. Mathews
Treasurer	Dr. George Simpson
Secretary	Gussie Dobbs
Assistant Secretary	Charles A. Lockhart

ARTICLE VIII

The number of persons constituting the first Board of Directors shall not be less than twelve (12) and the names of the persons who are to serve as Directors and their designated terms are set forth in Article V, above.

ARTICLE IX

The By Laws of the corporation shall be made, altered or rescinded by the Board of Directors at any annual or special meeting called for that purpose, in accordance with the By Laws. This Charter incorporates by reference, herein, the provisions of Section 617.10 of the Florida Statutes. In no event may this charter be amended by less than a two thirds (2/3) vote, of the Board of Directors.

ARTICLE X

a) The corporation shall have the right to acquire, and to hold title to, personal property and real estate, to rent and lease the former or the latter, to erect buildings thereon; to accept gifts, donations, contributions and legacies, public and private, and to borrow money and, as security for the repayment

thereof, to mortgage or otherwise pledge the property: both personal and real, of the Corporation.

b) The corporation is not organized for pecuniary profit nor shall it have any power to issue Certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, officer, director, or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature, shall be used and distributed exclusively for charitable, scientific, and educational purposes in accordance with the actions of the Board of Directors.

c) The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by these presents as implemented by the By-Laws.

d) The corporation formed hereby shall be composed of members rather than shareholders.

e) The private property of the members of this corporation shall not be liable for its corporate debts.

f) In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed to such nonprofit charitable corporation, municipal corporation, or corporations, as may be selected by the Board of Directors of this corporation so that the business properties and assets of this corporation shall in that event be used for, and devoted to, the purpose of carrying on a nonprofit basis, the same or similar activities of this corporation in dissolution; and in no event shall any of the assets or property of this corporation, or the proceeds of any of said assets or property, in the event of dissolution, thereof, go or be distributed to members either for the reimbursement of any sum subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent that in the event of the dissolution of this corporation, or upon its ceasing to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and purposes of such a nonprofit institution or for the same or similar activities as the Board of Directors shall determine and direct.

ARTICLE XI

The corporation shall have the right to organize and maintain subsidiary Religious, Charitable and Educational Institutions, such as: Chapels, Asylums for Elderly Ailing Persons and Homeless Minors, Sunday Schools, and the like, and engage in any and all community activity or activities for the benefit of the community.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, as incorporators, at Miami, County of Dade, Florida, this 21st day of December, 1966.

Reverend Theford Johnson
Reverend Theford Johnson (L. S.)

James W. Mathews
James W. Mathews (L. S.)

Dr. George Simpson
Dr. George Simpson (L. S.)

Gussie Dobbs
Gussie Dobbs (L. S.)

Charles A. Lockhart
Charles A. Lockhart (L. S.)

Nelson A. Adams
Nelson A. Adams (L. S.)

Henry W. Daniels
Henry W. Daniels (L. S.)

Reverend Edward T. Graham
Reverend Edward T. Graham (L. S.)

A. A. Haughton Sr.
A. A. Haughton (L. S.)

Athalie Rango
Athalie Rango (L. S.)

Sidney T. Cox
Sidney T. Cox (L. S.)

Harold E. Brown
Harold E. Brown (L. S.)

STATE OF FLORIDA:

COUNTY OF DADE :

I HEREBY CERTIFY that upon this day before me, a Notary Public, in and for the State of Florida at Large, duly qualified and acting as an officer authorized to take acknowledgments personally appeared before, Reverend Theford Johnson, James W. Mathews, Dr. George Simpson, Gussie Dobbs, Charles A. Lockhart, Nelson A. Adams, Henry W. Daniels, Reverend Edward T. Graham, A. A. Haughton, Athalie Rango, Sidney T. Cox and Harold E. Brown, to me well known to be the persons who executed the foregoing Certificate of Incorporation of a Corporation Not for Profit, ECUMENICAL DEVELOPMENTS, INC., and acknowledged that they signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my Official Seal at Miami, County of Dade, State of Florida, this 21st day of December, 1966.

James B. Santelma
NOTARY PUBLIC, State of Florida At Large

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES OCT. 4, 1968

- 5 -

LAW OFFICES OF WILLIAM T. KRUGLAK, II
SUITE 508, FIRST NATIONAL BANK BUILDING, MIAMI, FLORIDA 33131

\$1 filing fee not paid. Charter filed January 4, 1967.

mc.

STATE OF FLORIDA

OFFICE

SECRETARY OF STATE

CORPORATION NOT FOR PROFIT

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served

In pursuance of Section 617.023, Florida Statutes, the following is submitted, in compliance with said Act:

First—That ECUMENICAL DEVELOPMENTS, INC.

a corporation not for profit duly organized and existing under the laws of the State of Florida

with its principal place of business at City of Miami

County of Dade State of Florida

has designated and established 505 First National Bank Building,
100 S. Biscayne Boulevard,

(Street address and building number, P. O. Box address not acceptable)

City of Miami County of Dade

State of Florida as its place of business or domicile for the service of process within this State, and named as its agents WILLIAM T. KRUGLAK, II

To accept service of process.

Complete the following when there is a change of one or more officers or directors.

OFFICERS:	AFFIX TITLES:	SPECIFIC ADDRESS
Reverend Thedford Johnson	President	505 First National Bank Building Miami, Fla. 33131
James W. Matthews	Vice President	505 First National Bank Building Miami, Fla. 33131
Dr. George Simpson	Treasurer	505 First National Bank Building Miami, Fla. 33131
Gussie M. Dobbs	Secretary	505 First National Bank Building Miami, Fla. 33131

DIRECTORS: (THREE (3) required by law)
NAME

SPECIFIC ADDRESS

Rev. Thedford Johnson	As above
James W. Matthews	" "
Dr. George Simpson	" "
Gussie M. Dobbs	" "

By Rev. Thedford Johnson
President

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity.

By William T. Kruglak, II
Resident Agent

Section 617.023, Florida Statutes, Office and resident agent. Every corporation organized hereunder shall maintain an office in this state with a resident agent thereat upon whom process may be served. The resident agent may be either an individual or a corporation. The corporation shall keep the secretary of state informed of the current city, town or village and street address of said office together with the name of the resident agent.

Filing Fee: \$1.00

CERTIFIED COPY OF RESOLUTION

REVEREND THEDFORD JOHNSON, President of ECUMENICAL DEVELOPMENTS, INC. does hereby certify unto whom it may concern as follows:

I.

ECUMENICAL DEVELOPMENTS, INC. is a corporation not for profit organized and existing under the Laws of the State of Florida and REV. THEDFORD JOHNSON is its President.

II.

That at a regular meeting of the Officers and Directors of the corporation held on the 7th day of February, 1969 at 5:00 P.M. at which meeting a quorum of the officers and Directors of the corporation were personally present and attending, the following resolution was adopted by the Officers and Board of Directors of said Corporation by not less than a two-thirds vote of those present, as required by Article 9 of the Articles of Incorporation for Amendment of the corporate charter, to-wit:

"BE IT RESOLVED BY THE OFFICERS AND BOARD OF DIRECTORS OF ECUMENICAL DEVELOPMENTS, INC. A FLORIDA CORPORATION NOT FOR PROFIT, AS FOLLOWS:

That the Articles and Certificate of Incorporation of this corporation originally filed and approved on the 4th day of January, 1967 and which have not been heretofore amended, shall be and the same are hereby amended:

1. By inserting new Articles I, II, III and IV, the texts of which are attached hereto and made a part hereof.
2. By deleting sub section (f) of Article X.

III.

That the foregoing Resolution is outstanding and has not been modified, amended or changed in any particular.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as President of ECUMENICAL DEVELOPMENTS, INC. a corporation not for profit, and affixed the corporate seal of said corporation hereto this 12th day of February, 1969.

ATTEST:

Secretary

ECUMENICAL DEVELOPMENTS, INC.

By Rev. Thedford Johnson
President

(Seal)

AMENDMENT TO ARTICLES OF INCORPORATION
OF ECUMENICAL DEVELOPMENTS, INC.,
A CORPORATION NOT FOR PROFIT

FILED JANUARY 4, 1967

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COMES NOW, the above Corporation by and through its President,
and Secretary and files this:

1. An Amendment to the above named Corporation.
2. That the Amendment herein adopted is specifically adopting
and incorporating as part of the Corporation, the provisions of the
Department of the United States Treasury-Internal Revenue Service,
Form No. 501-4-351 (9-84).
3. The undersigned does certify by resolution approved herein
that said referred to Department of Treasury Form is adopted herein
by the above Corporation and each of its provisions and that this
Corporation, as is now amended, is in full compliance with the
Department of Treasury-Internal Revenue Service Form 501-4-351 (9-84),
and further that this Corporation is exclusively and properly entitled
to exempt status, under section 501(c)(3) of the Internal Revenue Code.
Further, that no other activities are carried on that are not permitted
under said section. Further, that no dissolution is contemplated and
that if same is contemplated in the future, that it is herein certifi-
ed that same shall be in compliance with organizations described in
section 501(c)(2) of the Internal Revenue Code.
4. A copy of said Amendment Attachment is attached hereto, and
made a part of this above amended Corporation by specific adoption.

Dated this 3rd day of March, 1987.

ECUMENICAL DEVELOPMENTS, INC.,
a Florida Corporation

BY: Geraldine White
SECRETARY

ECUMENICAL DEVELOPMENTS, INC.,
a Florida Corporation

BY: R. Herbert Johnson
PRESIDENT

STATE OF FLORIDA

COUNTY OF DADE

Personally appeared before me, John A. [Signature] President
and R. Herbert Johnson Secretary, who having been duly cautioned
and sworn deposes and says that they executed the above Amendment to
the Articles of Incorporation of ECUMENICAL DEVELOPMENTS, INC., a
Corporation not for profit, which was originally filed January 4, 1967
with the Secretary of State of Florida.

Dated this March 3 1987.

[Signature]
NOTARY PUBLIC

The Directors shall serve without compensation. Membership in the Corporation shall, at all times, be limited to individuals who are either: 1) Directors of Ecumenical Developments, Inc., or 2) members of Ecumenical Developments, Inc. and who have the approval of the Board of Directors of Ecumenical Developments, Inc.

In the event that a member of the Corporation ceases to be a Director of Ecumenical Developments, Inc. or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a member and director of the Corporation.

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Directors 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, and need not be a director of the Corporation. Other officers must be directors of the Corporation.

Each of the above shall serve for a period of one year, or until their successor shall have been elected or appointed and installed.

The annual meeting shall be held on the 1st day of February of each year.

By-Laws of the Corporation may be adopted by the directors at any regular meeting or at 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 Federal Housing Commissioner, pursuant to Article II hereof.

So long as a mortgage on the Corporation's property is insured or held by the Federal Housing Commissioner, these Articles may not be amended without the prior written approval of the Commissioner.

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 Federal Housing Commissioner and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. 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 insured or held by the Federal Housing Commissioner.

d) In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property shall not be conveyed or distributed to any individual or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation; PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Federal Housing Commissioner or his nominee.

TEXT OF ARTICLE IV.

ARTICLE IV

The number of directors of the Corporation shall be not less than three (3) and shall be elected by the members of the Corporation from the membership. The Directors of the Corporation must, at all times, be members of the Corporation. No nonmember of the Corporation may sit as a director. The directors and the term for which each shall serve, are set below.
Rev. Thadford Johnson; James W. Mathews, Esq.; George A. Simpson, M.D. Gussie M. Dobbs, Charles A. Lockhart; Nelson L. Adams, Henry W. Daniels, Rev. Edward T. Graham; A. A. Haughton Sr. Athalia Range, Sidney T. Cox, Dr. Ira P. Davis.

STATE OF FLORIDA

DEPARTMENT OF STATE



I, DOROTHY W. GLISSON, Secretary of State of the State of Florida, do hereby
certify that

ECUMINICAL DEVELOPMENTS, INC.

a corporation heretofore organized and existing under the Laws of the State of
Florida, which was dissolved by proclamation issued by the Governor of this
State on the 2nd day of July, A.D., 1973, under authority of Section 608.36,
Florida Statutes, as amended by Chapter 71-979, Laws of Florida, for
noncompliance with Sections 608.32 and 608.332, Florida Statutes, as amended
by Chapter 71-979, Laws of Florida, has complied with Chapter 73-200, Laws
of Florida, and that said corporation has been restored; such restoration is
ab initio, effective from the date of dissolution.

GIVEN under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
4th day of November

A.D., 1974.

Dorothy W. Glisson

SECRETARY OF STATE



STATE OF FLORIDA

DEPARTMENT OF STATE

712051

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

ECUMENICAL DEVELOPMENTS, INC.

a corporation organized (or organizing) under the laws of the State
of Florida

with its principal office at
1800 N.W. 5th Place in the city of Miami

, County of Dade State of Florida

, has named JOSEPH M. FITZGERALD, P.A., located at
502 Security Trust Building, 700 Brickell Avenue,

(Street address & Number of Bldg., P. O. Box address not acceptable
City of Miami, County of Dade

State of Florida, as its agent to accept service of process within
this State.

I agree as Resident Agent to accept Service of Process: to
keep office open during prescribed hours; to post my name (and any
other officers of said corporation authorized to accept service of
process at the above Florida designated address) in some conspicuous
place in office as required by Law.

Filing fee: \$3.00

Joseph M. Fitzgerald
(Resident Agent)

8-62

9-1-79 7/2051

AFFIDAVIT

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1979 AUG 22 PM 1:30
CLERK OF DISTRICT COURT
STATE OF FLORIDA

BEFORE me, the undersigned authority, personally appeared, JOSEPH M. FITZGERALD, who being on oath first duly sworn deposes and says,

that he is a resident of Dade County, Florida, and is a practicing attorney with offices at 502 Security Trust Building, 700 Brickell Avenue, Miami, Florida 33131,

That he has been the Resident Agent for the Ecumenical Development, Inc., and that pursuant to Section 607.037(4), Florida Statutes, 1975, which provide that any registered agent of a corporation may resign as such agent by filing a written Notice with the Department of State, the Affiant does hereby file, at this time, his resignation as such Resident Agent of the Ecumenical Development, Inc.

FURTHER THE AFFIANT SAYS: NAUGHT.....

Joseph M. Fitzgerald
JOSEPH M. FITZGERALD

SWORN TO AND SUBSCRIBED BEFORE me this 22nd day of August, A. D. 1979.

Enrique G. Valdes
NOTARY PUBLIC STATE OF FLORIDA
AT LARGE (N.P. SEAL)

My Commission Expires
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES FEB. 4, 1983
ENRIQUE G. VALDES - NOTARY PUBLIC

I HEREBY CERTIFY that I have mailed a copy of this Affidavit to Ecumenical Developments, Inc., c/o Housing Management Ser., Inc., 9628 Little River Dr., Miami, Florida

Joseph M. Fitzgerald
JOSEPH M. FITZGERALD

A-1514