

Avon Park Housing Development Corporation (A.P.H.D.C.)

**Board of Directors Regular Meeting
North Central Heights Community Center
709 Juneberry Street, Avon Park, Florida
Tuesday, June 17, 2014
6:00 P.M.**

A.P.H.D.C. Regular Meeting Agenda

ROLL CALL

PREVIOUS MINUTES: Regular Board Meeting Minutes; May 20, 2014

COMMUNICATIONS: None

I. NEW BUSINESS;

A. Heartland Community Housing Organization

**B. Proposed Partnership; Marty Wohl, 30 Single Family HOME development,
RFA 2014-109; FHFC Rural Rental Development**

II. OLD BUSINESS: None

Other matters to come before the Board:

Next Board Meeting: July 15, 2014

VI. ADJOURN

In accordance with the American Disabilities Act and Section 286.26 Florida Statutes, any person with disabilities requiring reasonable accommodations to participate in this meeting should call the Housing Authority offices five days prior to the meeting.

**Avon Park Housing Development Corporation (A.P.H.D.C.)
Board of Directors Regular Meeting Minutes
North Central Heights Community Center
709 Juneberry Street, Avon Park, Florida
Tuesday, May 20, 2014
6:00 P.M.**

ROLL CALL –Board Chairperson Harris called the meeting to order at 6pm and requested the Secretary to record the attendance as follows; Present; Directors Vinson, Wade, Roberts, Barnard, Johnson, Daffner, Brojek and Windsor Absent; Director Stukes. Secretary Shoeman declared a quorum present.

PREVIOUS MINUTES: Regular Board Meeting Minutes April 15, 2014; Motion to accept & approve the Minutes as circulated was made by Director Barnard, seconded by Director Brojek; motion carried unanimously.

COMMUNICATIONS: None

I. NEW BUSINESS;

A. 2013 Audited Financial Statements; Clifton, Larson & Allen, CPA

The ED introduced Mike Carter (Principle Partner) and Brian Quinlin (Account Manager) from the CPA firm Clifton, Larson & Allen to provide the Board with a briefing and entertain questions/answers regarding the completed 2013 Audit Report for the APHA. Following their presentation, the Chair thanked them for their presentation.

B. 2013 Voluntary PILOT Payment to City of Avon Park; NCH I & II

The Chair referred the Board to the Computation of PILOT calculation sheets circulated with the Agenda and recommendation by APHA Comptroller regarding disposition of same. After brief discussion, moved by Director Brojek to issue a voluntary PILOT payment to the City for North Central Heights II, based on the circulated computation, but not North Central Heights I, due to its financial disposition; motion was seconded by Director Roberts and passed unanimously.

II. OLD BUSINESS: None

Next Board Meeting; Next meeting would be 3rd Tuesday of following month; June 17, 2014.

VI. ADJOURN- Being no further Business to come before the Board, meeting adjourned at 6:37pm.

Accepted

Attest

SEAL

Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

OMB No. 1545-0003

EIN

▶ See separate instructions for each line. ▶ Keep a copy for your records.

Type or print clearly.

1 Legal name of entity (or individual) for whom the EIN is being requested Heartland Community Housing Organization		
2 Trade name of business (if different from name on line 1)	3 Executor, administrator, trustee, "care of" name	
4a Mailing address (room, apt., suite no. and street, or P.O. box) 1306 Tulane Avenue	5a Street address (if different) (Do not enter a P.O. box.)	
4b City, state, and ZIP code (if foreign, see instructions) Avon Park, FL 33825.	5b City, state, and ZIP code (if foreign, see instructions)	
6 County and state where principal business is located Highlands, FL		
7a Name of responsible party Larry Shoeman	7b SSN, ITIN, or EIN	
8a Is this application for a limited liability company (LLC) (or a foreign equivalent)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		8b If 8a is "Yes," enter the number of LLC members
8c If 8a is "Yes," was the LLC organized in the United States? <input type="checkbox"/> Yes <input type="checkbox"/> No		
9a Type of entity (check only one box). Caution. If 8a is "Yes," see the instructions for the correct box to check.		
<input type="checkbox"/> Sole proprietor (SSN) _____ <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation (enter form number to be filed) ▶ 501(c)3 <input type="checkbox"/> Personal service corporation <input type="checkbox"/> Church or church-controlled organization <input type="checkbox"/> Other nonprofit organization (specify) ▶ _____ <input type="checkbox"/> Other (specify) ▶ _____		
<input type="checkbox"/> Estate (SSN of decedent) _____ <input type="checkbox"/> Plan administrator (TIN) _____ <input type="checkbox"/> Trust (TIN of grantor) _____ <input type="checkbox"/> National Guard <input type="checkbox"/> State/local government <input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> Federal government/military <input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises Group Exemption Number (GEN) if any ▶ _____		
9b If a corporation, name the state or foreign country (if applicable) where incorporated	State Florida	Foreign country
10 Reason for applying (check only one box)		
<input checked="" type="checkbox"/> Started new business (specify type) ▶ CHDO <input type="checkbox"/> Hired employees (Check the box and see line 13.) <input type="checkbox"/> Compliance with IRS withholding regulations <input type="checkbox"/> Other (specify) ▶ _____		
<input type="checkbox"/> Banking purpose (specify purpose) ▶ _____ <input type="checkbox"/> Changed type of organization (specify new type) ▶ _____ <input type="checkbox"/> Purchased going business <input type="checkbox"/> Created a trust (specify type) ▶ _____ <input type="checkbox"/> Created a pension plan (specify type) ▶ _____		
11 Date business started or acquired (month, day, year). See instructions. July 15, 2014		12 Closing month of accounting year December
13 Highest number of employees expected in the next 12 months (enter -0- if none). If no employees expected, skip line 14.		14 If you expect your employment tax liability to be \$1,000 or less in a full calendar year and want to file Form 944 annually instead of Forms 941 quarterly, check here. (Your employment tax liability generally will be \$1,000 or less if you expect to pay \$4,000 or less in total wages.) If you do not check this box, you must file Form 941 for every quarter. <input checked="" type="checkbox"/>
Agricultural	Household	
15 First date wages or annuities were paid (month, day, year). Note. If applicant is a withholding agent, enter date income will first be paid to nonresident alien (month, day, year). N/A		
16 Check one box that best describes the principal activity of your business.		
<input type="checkbox"/> Construction <input type="checkbox"/> Rental & leasing <input type="checkbox"/> Transportation & warehousing <input type="checkbox"/> Accommodation & food service <input type="checkbox"/> Wholesale-agent/broker <input type="checkbox"/> Real estate <input type="checkbox"/> Manufacturing <input type="checkbox"/> Finance & insurance <input checked="" type="checkbox"/> Other (specify) low-income housing		
17 Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided. Provider of low-income housing		
18 Has the applicant entity shown on line 1 ever applied for and received an EIN? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," write previous EIN here ▶ _____		

Third Party Designee	Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.	
	Designee's name	Designee's telephone number (include area code) ()
	Address and ZIP code	Designee's fax number (include area code) ()
Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.		Applicant's telephone number (include area code) (863) 452-4432
Name and title (type or print clearly) ▶ Larry Shoeman, Executive Director		Applicant's fax number (include area code) (863) 452-5455
Signature ▶	Date ▶	

BY-LAWS
OF
HEARTLAND COMMUNITY HOUSING ORGANIZATION
(A Florida Not-for-Profit/501(c)3 Corporation)

ARTICLE I
NAME

The name of this Corporation shall be the HEARTLAND COMMUNITY HOUSING ORGANIZATION (hereinafter referred to as the "*Corporation*"). It shall function perpetually as a not-for-profit corporation.

ARTICLE II

PURPOSES

The purposes of the *Corporation* shall be to:

- a) to follow tax-exempt ruling status of Section 501(c) of the Internal Revenue Code of 1986 to operate as a charitable and/or educational organization whose purposes include but are not limited to: relief of the poor; lessening burdens of government; lessening community tensions; and promotion of social welfare;
- b) to follow the Department of Housing and Urban Development's (HUD) vision for the HOME program as regulated through 24 CFR 92.2 for certification of a CHDO which includes but is not limited: strengthening the community's capacity to sustain and build upon the HOME program's benefits by expanding the supply of decent and affordable housing for very low, low, and moderate-income residents, as well as to develop the skills, institutions, relationships, and vision to undertake community-based affordable housing strategies within local jurisdictions;
- c) to serve in one of the four (4) allowable roles (Developer, Sponsor, Owner and/or Developer or Sponsor). The specific role will be determined at time of project undertaking to design and implement community-based affordable housing strategies that are tailored to the needs and priorities of the four (4) adjacent county communities: Highlands, Hardee, DeSoto and Okeechobee, Florida. These strategies include but are not limited to: mixed-use, mixed income development; acquisition and/or rehabilitation of rental housing; new construction of rental housing; acquisition and/or rehabilitation of homebuyer properties; new construction of homebuyer properties; direct financial assistance to purchasers of HOME- assisted housing sponsored or developed by a CHDO with HOME funds,

Comment [01]: Added or updated purposes throughout

Comment [02]: Double check. Revised to the four referenced counties.

- and homeless housing, services and support;
- d) to extend and strengthen partnerships within the four (4) adjacent county boundaries among all levels of government and the private sector, including for-profit and nonprofit organizations, in the production and operation of affordable housing;
 - e) to build capacity within the Corporation and of its partners utilizing technical assistance funding, as well as to seek and apply for grants, funds, awards and/or any and all other types of funding designed to advance the governmental purposes, the goals and the mission of the *Corporation*;
 - f) to insure that no part of the net earnings of the *Corporation* shall inure to the benefit of or be distributable to its members, founders, directors, contributors, employees of or members of a committee of, or person connected with the *Corporation*, or any other private individuals, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth;
 - g) Accomplish its purposes as stated herein, in the Articles of Incorporation and as provided by the Not-For-Profit laws of the State of Florida, in conjunction with the *Authority*, and as a result thereof with the full consent and approval of the *Authority*;
 - h) Operate in a manner in which the Avon Park Housing Authority ("*Authority*") shall consent to and approve the creation, corporate charter and/or any and all other organic documents of the *Corporation*, including but not limited to the bylaws, and any and all amendments, addendums and/or modifications to said documents;
 - i) Operate in a manner in which the *Authority* shall authorize and/or approve any and all documents to be executed by and between the *Corporation* and HUD, including but not limited to the Annual Contributions Contract, and any and all amendments, addendums and/or modifications to said documents; and
 - j) Operate in a manner in which the *Authority* shall have the right to directly control and approve any and all operations of the *Corporation*.

Comment [03]: PHA cannot have a controlling interest.

Per 92.2 definitions 2013 HOME Final Rule (5): "Is not a governmental entity (including the participating jurisdiction, other jurisdiction, Indian tribe, public housing authority, Indian housing authority, housing finance agency, or redevelopment authority) and is not controlled by a governmental entity."

Have Ric review.

Comment [04]: See above

Comment [05]: See above

Comment [06]: See above

ARTICLE III MEMBERSHIP

The *Corporation* shall not have any members and, accordingly, all authority that would otherwise be reposed in members shall be exercised by the Board of Directors of the

Corporation as and to the extent provided or permitted by applicable law.

**ARTICLE IV
PRINCIPAL OFFICE AND REGISTERED OFFICE AND AGENT**

- a) The principal office of the *Corporation* shall be located in the County of Highlands. The *Corporation* may have such other offices, either within or without the State of Florida, as the Board of Directors may determine or as the affairs of the *Corporation* may require from time to time.
- b) The *Corporation* shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the *Corporation* in the State of Florida and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE V
FISCAL YEAR**

The fiscal year for the *Corporation* shall be January 1 through December 31 annually.

Comment [07]: Should be consistent with APHA's fiscal year. Fiscal Year changed to reflect same as APHA.

**ARTICLE VI
RIGHTS AND LIABILITIES OF DIRECTORS**

- a) Property Interest of Directors. No director of the *Corporation* shall have any right, title or interest in or to any property or assets of the *Corporation* either prior to or at the time of any liquidation, termination or dissolution of the *Corporation*, all of which properties and assets shall at the time of any liquidation, termination or dissolution vest in the Authority, its lawful successors or assigns in the State of Florida, as provided in the Articles of Incorporation of the *Corporation*.
- b) Non-Liability of Directors for Debts. The private property of the directors shall be exempt from execution or other liability for any debts of the *Corporation* and no director shall be liable or responsible for any debts or liabilities of the *Corporation*.

**ARTICLE VII
BOARD OF DIRECTORS**

- a) General Powers. Subject to the limitations of the Articles of Incorporation, these bylaws, and the Florida Not-For-Profit Corporation Act, all corporate powers shall be exercised by or

under the authority of the Board of Directors, and the management and affairs of the *Corporation* shall be controlled by the Board of Directors.

b) Number and Qualifications. Unless the Articles of Incorporation are amended according to law, the number of directors shall never be less than nine (9) and no more than twenty-one (21). The members of the Board of Directors shall consist of at least one third (1/3) of its composition at all times being representatives of low income neighborhoods, and/or low income community residents, and/or elected representatives of low income neighborhood organizations in the five (5) County area as described in Article II (b). At least one third (1/3) of the Board of Directors will be composed of representatives of the Public Sector including but not limited to current Board members of the *Authority* and/or employees of the *Authority*. The balance will be unrestricted, and may include representatives such as human and social service providers, lenders, individuals with access to philanthropic resources, or others willing to contribute their professional expertise. The *Authority* (acting in the role of local government chartering the CHDO) may not appoint more than 1/3 of the board, and the board members appointed by the state or local government may not appoint the remaining 2/3 of the board members. All Board members of the *Authority* that serve as Board members of the *Corporation* are only eligible to serve as long as they are current Board members of the *Authority*. All employees of the *Authority* that serve as Board members of the *Corporation* are only eligible to serve as long as they are current employees of the *Authority*. The Executive Director of the *Corporation* shall also serve as the Secretary of the Board, in a non-voting capacity.

Comment [08]: New and updated

c) Election and Tenure. All of the members of the Board of Directors of the *Corporation* shall be selected by the members of the Board of the *Authority*, provided such selection is consistent with section b of this paragraph. Each member of the Board of Directors shall serve for a term of two (2) years from the date of qualification and selection. There shall be no term limits applicable to the number of consecutive terms each qualified member of the Board of Directors may serve.

d) Annual Meeting: An Annual meeting for the installation of officers, election of applicable Board members positions, the presentation of annual reports and the transaction of such other business as is determined by the Chairperson shall be held at such time and place as the directors may determine.

e) Regular Meetings. The Board of Directors of the Corporation shall meet on a regular basis, at a time and place to be determined by the Executive Director.

Comment [09]: Ask Ric: can a meeting or parts of a meeting be held in out of public viewing?

f) Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two Directors. The special meetings shall be held at a time and place to be determined by the Executive Director.

g) Telephone and Electronic Meetings. Directors may participate in meetings of the Board of Directors by means of a conference telephone, electronic or similar communications equipment (by which all persons participating can hear each other at the same time), and participation by such means shall constitute presence in person at such a meeting, provided a quorum is present at the actual meeting site.

Comment [010]: Ask Ric: if a quorum cannot be reached in person, can we insert the allowance of a quorum to be constituted via conference call?

h) Notice. Notice of any regular, special and/or annual meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally, conspicuously posted or sent by mail, email or facsimile transmission to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If given by facsimile or email, such notice shall be deemed to be delivered at the time evidenced by printed or email confirmation of such transmission. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

i) Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

j) Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these bylaws.

k) Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors, provided such filling of the vacancy or increase in the number of Directors is consistent with section b of this paragraph.. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

l) Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum for incurred expenses, if any, may be allowed; but nothing herein contained shall be construed to preclude any Director from serving the *Corporation* in any other capacity and receiving compensation appropriate to the value therefor.

m) Contracts and Services. The Board of Directors and Officers of the *Corporation* may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the *Corporation*, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the *Corporation*, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the *Corporation* in a manner in which the Directors or Officers are personally interested: (i) shall be at arms-length; (ii) shall be approved by a majority of the Directors of the *Corporation* who are not personally interested in such contract, transaction, or act (although interested Directors may be counted in determining the presence of a quorum at a meeting authorizing such contract, transaction or act); (iii) shall not violate any applicable laws of the State of Florida or applicable HUD regulations; and (iv) shall not violate any of the prescriptions in the Articles of Incorporation against the *Corporation's* use or application of its funds for private benefit; and provided further that, if the *Corporation* has been declared an exempt organization under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may be amended, no contract, transaction, or act shall be taken on behalf of the *Corporation* which would result in the denial of the tax-exemption under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may be amended. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors to enter into and consummate any contract, transaction, or other action.

ARTICLE VIII
OFFICERS, THEIR ELECTION AND DUTIES

- a) Officers. The elected officers of the *Corporation* shall be a Chairperson, Vice-chairperson, Executive Director- Secretary and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary. A failure to elect a Chairperson, Vice-chairperson or Executive Director-Secretary shall not affect the existence of the *Corporation*.
- b) Election and Term of Office. The officers of the *Corporation* shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.
- c) Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the *Corporation* would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed; but election of an officer shall not of itself create contract rights.
- d) Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- e) Chairperson. It shall be the duty of the Chairperson to preside at meetings of the *Corporation* and of the Board. The Chairperson shall make an annual report to the *Corporation* at each annual meeting. The Chairperson shall be authorized to sign checks on behalf of the *Corporation*. The Chairperson may sign all contracts, agreements, and legal documents on behalf of the *Corporation*.
- f) Vice-Chairperson. It shall be the duty of the Vice-Chairperson to coordinate the activities of committees assigned to him or her and to supervise the chairperson of said committees. In the absence of the Chairperson or when so designated, the Vice-Chairperson shall perform the duties of the Chairperson.

g) Executive Director-Secretary. It shall be the duty of the Executive Director- Secretary to run the day to day operations of the *Corporation*, and be compensated for such duty as determined by the Board. The Executive Director-Secretary shall have the authority to hire and terminate employees of the *Corporation*. The Executive Director-Secretary shall be authorized to sign checks on behalf of the *Corporation*, and execute contracts, agreements and documents on behalf of the *Corporation*. The Executive Director-Secretary shall keep a record of the proceedings of the meetings of the Board. The Executive Director-Secretary shall be custodian of all reports belonging to the *Corporation*, including but not limited to the annual reports of the Chairperson. It shall be the duty of the Executive Director-Secretary to collect and/or receive all money payable to the *Corporation* and to be custodian of all funds. Funds on behalf of the *Corporation* shall be expended only upon the presentation of duly authorized vouchers. The Executive Director-Secretary shall submit a written financial report at all meetings of the Board and at the Annual Meeting. The Executive Director-Secretary shall be responsible for seeing that the financial records of the *Corporation* are audited annually, and shall then present this audited financial report to the Board. It shall also be the duty of the Executive Director-Secretary to issue due bills, issue official receipts to the Board and maintain an up-to-date record of payments and delinquencies.

ARTICLE IX COMMITTEES OF DIRECTORS

a) Appointment. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the *Corporation*. However, no such committee shall have authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director of the *Corporation*; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the *Corporation*; authorizing the voluntary dissolution of the *Corporation* or revoking proceedings therefore; adopting a plan for the distribution of the assets of the *Corporation*; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law.

- b) Term Of Office. Each member of a committee shall continue as such until the next annual meeting of the *Corporation* and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- c) Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.
- d) Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- e) Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- f) Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Revised shall govern the *Corporation* in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XI BOOKS AND RECORDS

The *Corporation* shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors. The financial records of the *Corporation* shall be audited annually by an auditor selected by the Board.

ARTICLE XII FINANCIAL STANDARDS

The *Corporation* will institute and maintain financial accountability standards that conform to attachment F of OMB Circular A-110 and 24 CFR 84.21, "Standards for Financial Management Systems."

Comment [011]: new

ARTICLE XIII

Comment [012]: new

CAPACITY

The *Corporation* will build staff expertise and have salaried staff with experience relevant to the role they will undertake by the end of the first year of start-up. Until such time, an alternative staffing plan to demonstrate the required CHDO staff capacity and experience will be developed through a written arrangement (such as an MOA between APHA and the Corporation) outlining the work to be undertaken and the service period with appropriate tracking of wages for reimbursement.

ARTICLE XIV

Comment [013]: new

FORMAL PROCESS FOR LOW- INCOME PROGRAM BENEFICIARIES TO ADVISE

A formal process is available for low-income, program beneficiaries to advise the *Corporation* in all of its decisions regarding the design, siting, development, and management of all HOME-assisted affordable housing projects. This process includes: attending Board meetings and commenting at such time as public comment is invited; formalizing a written response or request to the *Corporation* when appropriate or when necessitated; and/or attending community meetings held by the *Corporation*.

ARTICLE XV

Comment [014]: new

PROCUREMENT

The *Corporation* is free to contract for goods and services from vendors of its own choosing.

ARTICLE XVI

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the *Corporation* and the words "*HEARTLAND COMMUNITY HOUSING ORGANIZATION*", a Florida not-for-profit corporation."

ARTICLE XVII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Florida law or under the provisions of the Articles of Incorporation or the Bylaws of the *Corporation*, 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 XVIII

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, founder, director, contributor, employee of or member of a committee of, or person connected with the *Corporation*, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the *Corporation*, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the *Corporation* in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the *Corporation*.

ARTICLE XIX

INDEMNIFICATION

The *Corporation* shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not-for-profit Corporation Act.

ARTICLE XX

AMENDMENTS AND REVISIONS

These Bylaws may be altered, amended, repealed and new Bylaws may be adopted by a majority of the Directors present at any meeting, if at least two days' written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

Date Adopted: _____

Attest:

XXX
Chairperson

XXX
Secretary

**ARTICLES OF INCORPORATION
OF THE
HEARTLAND COMMUNITY HOUSING ORGANIZATION**

I, the undersigned, being the Incorporator of the *HEARTLAND COMMUNITY HOUSING ORGANIZATION*, a Florida not-for-profit/501(c)3 corporation, hereby file the following Articles of Incorporation that comply with the requirements of Florida Statutes Chapter 617 (Florida Not-For-Profit Corporation Act):

ARTICLE I- NAME

The name of the Corporation is the *HEARTLAND COMMUNITY HOUSING ORGANIZATION* a Florida not-for-profit/501(c)3 corporation (hereinafter the "Corporation").

**ARTICLE II- REGISTERED OFFICE AND AGENT AND
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The registered office of the Corporation shall be located at Fifth Third Plaza, 201 East Kennedy Boulevard, Suite 600, Tampa, Florida 33602, and the initial registered agent of the Corporation at that address shall be Ricardo L. Gilmore, Esquire.

The principal place of business and the mailing address of the Corporation shall be: *HEARTLAND COMMUNITY HOUSING ORGANIZATION*, 1306 Tulane Avenue, Avon Park, FL 33825.

ARTICLE III- PURPOSE

The purposes of the Corporation shall be:

- a) to provide decent housing that is affordable to very-low, low and moderate income persons living in or around the City of Avon Park, Florida and the four (4) adjacent counties that include: Highlands, Hardee, DeSoto and Okeechobee. Florida by building, acquiring, maintaining and/or managing properties;
- b) to be a conduit and facilitator for community-based affordable housing strategies; development of affordable housing projects including but not limited to mixed-use, mixed-income approaches, homeless services and support mechanisms, and capacity-building for the Corporation and its partners by seeking funding for technical assistance activities and other grants that support and expand the goals of the Corporation and that enhance local community efforts;
- c) to work cooperatively to advance the governmental purposes, the goals and the missions of the **Avon Park Housing Authority** (hereinafter referred to as the "*Authority*");
- d) to operate as a CHDO, as described in the rules and requirements of the HOME final rule at 24 CFR Part 92.2 and subsequent HUD Notices;
- e) to operate in any manner for such nonprofit, charitable and/or educational purposes as will qualify the Corporation as a charitable organization exempt from federal income tax

Comment [01]: Double check. Changed to reflect same counties identified in By-Laws/draft.

- under Internal Revenue Code Section 501(c)(3);
- f) to insure that no substantial part of the activities of the *Corporation* shall be 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 any candidate for public office;
 - g) to accept a substantial part of its support (exclusive of income received in the exercise or performance by such organization of its charitable, educational or other purpose or function constituting the basis for its exemption) from a governmental unit or from direct or indirect contributions from the general public, the *Corporation's* organizers, corporations, foundations, and any other public or private sources;
 - h) to generally perform any function necessary to engage in any lawful purpose or purposes not for pecuniary profit;
 - i) to insure that no part of the net earnings of the *Corporation* shall inure to the benefit of or be distributable to its members, founders, directors, contributors, employees or members of a committee of, or person connected with the *Corporation*, or any other private individuals, except that the *Corporation* may be authorized and empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth;
 - j) to insure that, notwithstanding any other provisions of these Articles, the *Corporation* shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of such Code as it now exists or as it may be amended;
 - k) to insure that the *Corporation* will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding section of any other federal tax code;
 - l) to insure that the *Corporation* will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code without providing for fair, adequate, and reasonable compensation;
 - m) to insure that the *Corporation* will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code;
 - n) to insure that the *Corporation* will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; and
 - o) to insure that the *Corporation* will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.
 - p) to have succession by its corporate name for the period set forth in its Articles of Incorporation;
 - q) to have the ability to sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
 - r) to adopt and use a common corporate seal and alter the same provided, however, that

such seal shall always contain the words "not for profit corporation,"

- s) to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, if so voted by a majority of the Directors of the Corporation;
- t) to adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;
- u) to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;
- v) to conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district or possession of the United States or any foreign country;
- w) to purchase, take, review, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- x) to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights' or interests thereunder or therein;
- y) to sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;
- z) to make loans and to purchase mortgages; notes or other interests in real estate from others to assist in the financing of the construction, development, rehabilitation or other acquisition and equipping of buildings and structures which may be utilized for low-rent housing and other civic purposes authorized by law;
- aa) to borrow funds necessary for the purposes of making loans, acquiring mortgages and financing or refinancing the cost of acquiring, rehabilitating, constructing, maintaining and operating such properties and facilities, the indebtedness for which borrowed money may be evidenced by securities of this corporation of any kind or character issued at any one or more times which may be either unsecured or secured by deed to secure debt, mortgage, trust deed, or other lien upon any part or all of the properties and assets at any time then or thereafter owned by or acquired by this corporation, provided that no obligations of this corporation shall be issued unless the Authority, not more than sixty (60) days prior to the date of issue of such obligations, shall have approved there terms and conditions of such obligations and shall have approved any substantial changes to the terms and conditions of the issuance prior to the date of issue; and
- bb) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

The above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes §617.0302 (Florida Not-For-Profit Corporation Act) which powers are included herein by reference.

ARTICLE IV - MEMBERS

The Corporation shall have no members and no stockholders.

ARTICLE V - EXISTENCE

The existence of the Corporation shall be perpetual.

ARTICLE VI - DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of: at least one third (1/3) of its composition at all times being representatives of low income neighborhoods, and/or other low income community residents, and/or elected representatives of low income neighborhood organizations from the four (4) adjacent County areas as stated in Article III(a); at least one third (1/3) of the Board of Directors being representatives of the Public Sector which may include but is not limited to current Board members of the *Authority* and/or employees of the *Authority*; and the balance being unrestricted, may include representatives such as human and social service providers, lenders, individuals with access to philanthropic resources, or others willing to contribute their professional expertise. The Authority (acting in the role of local government chartering the CHDO) may not appoint more than 1/3 of the board, and the board members appointed by the state or local government may not appoint the remaining 2/3 of the board members. All Board members of the Authority that serve as Board members of the Corporation are only eligible to serve as long as they are current Board members of the Authority. All employees of the Authority that serve as Board members of the Corporation are only eligible to serve as long as they are current employees of the Authority. The Executive Director of the Corporation shall also serve as the Secretary of the Board, in a non-voting capacity.

Until the first election thereof, the Board will initially consist of the following three (3) members:

<u>NAME</u>	<u>ADDRESS</u>
XXX <i>Chairperson</i>	XX XX
XX <i>Director</i>	XX XX
XX <i>Director</i>	XX XX

The number of Directors may be raised or lowered by amendment of the bylaws, but shall in no case be less than nine (9) and no greater than twenty-one (21). The manner of election shall be as provided by the bylaws.

ARTICLE VII- BYLAWS

The bylaws of the Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by a majority of the entire Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE VIII- DISSOLUTION

Upon the dissolution or liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, make all remaining assets of the Corporation available to the *Authority*, its lawful successors or assigns in the State of Florida.

ARTICLE IX - INCORPORATOR(S)

The name and address of the Incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
XXX <i>Chairperson</i>	XXX XXX

ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority of the entire Board of Directors at any regular or special meeting called for that purpose.

IN WITNESS OF THE FOREGOING, I hereby set my hand and seal this _____ day of _____, 2014.

HEARTLAND COMMUNITY HOUSING ORGANIZATION

By: _____
XXX, Chairperson

**STATE OF FLORIDA
COUNTY OF HIGHLANDS**

The foregoing instrument was acknowledged before me this _____ day of _____, 2014, by XXX, and he executed the foregoing Articles of Incorporation as *Chairperson* of *HEARTLAND COMMUNITY HOUSING ORGANIZATION*

Notary Public, State of Florida

Print, Type or Stamp Name

Personally Known ____ Type of Identification Produced ____ Or Produced Identification ____

CERTIFICATE

That *HEARTLAND COMMUNITY HOUSING ORGANIZATION*, desiring to organize under the laws of the State of Florida, with its principal office at 703 NE 1st Street, Gainesville, County of Hillsborough, State of Florida 32601, has named Ricardo L. Gilmore, Esq., located at Fifth Third Plaza, 201 East Kennedy Boulevard, Suite 600, City of Tampa, County of Hillsborough, State of Florida 33602, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

RICARDO L. GILMORE, ESQ.

RRF

CORNELL COLONY

Narrative Summary

Marty Wohl of Marmer Construction, Inc. is proposing a joint venture partnership for the development of a single family HOME development, herein referred to as Cornell Colony. Cornell Colony will consist of approximately 46 single family homes, each consisting of three bedroom and two bathrooms. The proposed partnership is similar to the structure of North Central Heights which was also financed with a Florida Housing HOME loan. The Authority, or an affiliated entity, will solely own and operate the improved property. The Authority shall thereby be entitled to receive 100% of the property's distributable cash-flow. The Authority will act as the property manager and receive the associated management fee, estimated to be 5-6% of revenue.

A joint-venture partnership will be created to act as the developer. Members of the partnership will include the Authority, or an affiliated entity, and Marty Wohl and Chris Shear, or an affiliated entity thereof. For the Authority's participation in the development they will receive 25% of the developer fee. A portion of which may be deferred and paid down through operational cash-flow.

Authority's Responsibilities

- A. To bilaterally participate in all such matters where such bilateral participation is required to satisfy non-profit requirements; and
- B. To the extent necessary provide Operating Deficit, Environmental Indemnity, Recourse Obligations guarantees; and
- C. To attend meetings with government officials and design professionals as requested; and
- D. To review plans, drawings, and renderings and provide meaningful input on same; and
- E. To interface with community organizations and individuals to ensure acceptance of the Development by the surrounding neighborhoods; and
- F. Apply for a Florida Housing pre-development loan; and
- G. Seek out new subsidies and funding sources for that may benefit the Development

Wohl/Shear Responsibilities

- A. Fund upfront costs and expenses related to the Development; and
- B. Provide Construction Completion, Operating Deficit, Environmental Indemnity, Recourse Obligations and guarantees; and
- C. To hire all professional consultants and other service providers including but not limited to architects, engineers, surveyors, traffic consultants, and testing services; and
- D. To secure all pre-development, construction, and permanent financing; and
- E. To perform and be responsible for all other activities necessary to carry out the permitting, construction, accounting, and marketing of the Development.

