

710446

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 FEB -7 PM 3:37

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

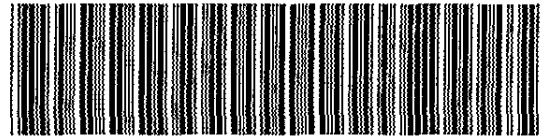
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

OK'ed per SP



800011586688

02/07/03--01050--012 **43.75

Amended & Restated Art.

V SHEPARD FEB 14 2003

TAMPA OFFICE
2700 BANK OF AMERICA PLAZA
101 EAST KENNEDY BOULEVARD
P.O. BOX 1102 (33601)
TAMPA, FLORIDA 33602-5150
TELEPHONE (813) 223-7474
FAX (813) 229-6553



ATTORNEYS AT LAW

PLEASE REPLY TO

TAMPA

ST. PETERSBURG OFFICE
BANK OF AMERICA TOWER
200 CENTRAL AVENUE, SUITE 1230
ST. PETERSBURG, FLORIDA 33701
TELEPHONE (727) 898-7474
FAX (813) 229-6553
www.trenam.com

February 4, 2003

Via Certified Mail / Return Receipt
Requested 7002 0860 0001 9995 7902

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

RE: The Home Association, Inc.
Our File No. 03-3159

Dear Sir or Madam:

Enclosed for filing is a Certificate Regarding Amended and Restated Articles of Incorporation of The Home Association, Inc. (Document Number 710446). Also enclosed is a check in the amount of \$43.75 to cover the filing fees (\$35 amendment + \$8.75 certified copy).

Please file the document and return the certified copy to:

Tara McManus
Trenam Kemker
101 E. Kennedy Blvd.
Ste. 2700
Tampa, FL 33602-5130

If you have any questions, I can be reached at 813/202-7822.

Sincerely,

A handwritten signature in cursive script, appearing to read "Tara McManus".

Tara McManus
Paralegal

Enclosures
/tm

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE HOME ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 FEB -7 PM 3:37

* * * * *

ARTICLE I

NAME

The name of the corporation shall be:

The Home Association, Inc.

ARTICLE II

PURPOSES, POWERS AND PRINCIPAL OFFICE

The general purposes for which the corporation is organized and the general powers to be exercised by the corporation are as follows:

(a) The corporation is a charitable organization, organized and operating for the purpose of providing and maintaining an institution for the care of aged persons, which is currently located at 1203 22nd Avenue, Tampa, Florida. Such address shall be the principal office and mailing address of the corporation. In carrying out the purposes for which it is organized, the corporation may take and hold property, real, personal and mixed, which may be acquired by donation, bequest, purchase or otherwise. In its discretion, the corporation may, but is not required or obligated, to require any applicant for admission to its care to transfer, convey, or assign to the corporation any property, real, personal or mixed and all money and income which said applicant may own, receive or be entitled to at the time of application for admission or may thereafter acquire, inherit or receive. The corporation may sell, convey and dispose of the same at its discretion and may erect and maintain such buildings and appurtenances as necessary for the purposes of the corporation.

(b) The corporation is organized and shall be operated exclusively for charitable, educational, literary and scientific purposes, and for such other purposes for which an organization may be organized and operated under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article III to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import.

(c) It shall be within the purposes of the corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations

hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its charitable or educational purposes directly or through one or more grantee organizations.

(d) No part of the net earnings of the corporation shall inure to the benefit of any Director or Officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(e) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code") or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(f) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, scientific, literary, or educational organizations that then would qualify for exemption from federal income taxation under Section 501(c)(3) of the Code and the regulations issued thereunder, and no Director or Officer or private individual shall be entitled to share in the distribution of any of the assets.

(g) The corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, educational, literary and scientific purposes for which the corporation is organized.

(h) The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

- (1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or
- (2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

NO MEMBERS

The corporation shall have no members. The affairs of the corporation shall be managed under the direction of the Board of Managers.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

BOARD OF MANAGERS

(a) The affairs of the corporation shall be managed under the direction of the Board of Managers, the members of which shall be chosen at the times and in the manner specified in the Bylaws. The Board of Managers shall consist of between 3 and 22 persons, the specific number of which shall be set by the Board of Managers from time to time in the manner specified in the Bylaws.

(b) As more particularly provided in the Bylaws, a quorum for the transaction of business at meetings of the Board of Managers may be less than a majority of the total number of managers comprising the Board, provided that in no event may a quorum consist of fewer than one-third of the number of managers then comprising the Board of Managers.

(c) A manager may be removed at any time by the affirmative vote of two-thirds of the managers then serving.

ARTICLE VI

BOARD OF ADVISORS

The Board of Managers may but is not required to appoint a Board of Advisors. If so appointed (1) the Board of Advisors shall have such duties as may be specified from time to time in the Bylaws or by the Board of Managers and (2) shall consist of such number of advisors as may be determined from time to time by the Board of Managers.

ARTICLE VII

OFFICERS

The corporation shall have such officers as may be specified in the Bylaws or as are required by law. The officers of the corporation shall be elected at the times and in the manner specified in the Bylaws.

ARTICLE VIII

BYLAWS

The Board of Managers shall have the power to adopt, amend, alter and rescind the Bylaws of the corporation.

ARTICLE IX

AMENDMENTS

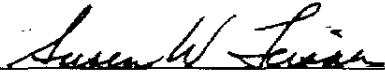
These Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Managers (at a meeting or by written consent), provided that each member of the Board of Managers has been provided with not less than 10 days prior written notice of the substance of any proposed amendment. Notice need not be given to any manager who signs a written waiver or notice either before or after such meeting or written consent.

* * * * *

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation of The Home Association, Inc. as of the 8th day of January, 2003.

THE HOME ASSOCIATION, INC.

By: _____


Susan W. Leisner, President

**CERTIFICATE REGARDING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE HOME ASSOCIATION, INC.**

THE HOME ASSOCIATION, INC., a not for profit corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation as now in effect, in accordance with the requirements of Chapter 617, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is **THE HOME ASSOCIATION, INC.** and its Document Number with the Florida Department of State is 710446.

2. The Amended and Restated Articles of Incorporation are attached to this Certificate (the "Amended and Restated Articles").

2. The amendments of the Articles of Incorporation being effected within the Amended and Restated Articles of Incorporation (the "Amendments") were duly adopted and approved by resolution of the Board of Managers at a meeting held on December 11, 2002 and the Board of Managers thereafter recommended the Amendments to the members for their consideration.

3. In accordance with Section 617.1002, Florida Statutes: the Amendments were duly adopted and approved by a majority of the members of the Corporation at a meeting of the members held on January 8, 2003, by the affirmative vote of the requisite number of the members present and voting, such affirmative vote being sufficient for approval of the Amendments.


4. The Amendments so approved consisted of the deletion of existing Articles II, III, V, VI, and IX and substitution in each respective place and stead of the provisions that appear in the Amended and Restated Articles of Incorporation attached to this Certificate.

5. The Amended and Restated Articles shall be effective upon filing with the Department of State of the State of Florida.

6. From and after the effectiveness of the Amended and Restated Articles, the Articles of Incorporation of the Corporation shall be as set forth in the Amended and Restated Articles attached to this Certificate.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed this Certificate the 31st day of January, 2003.

THE HOME ASSOCIATION, INC.

By: 
Susan W. Leisner, President