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BASIC AMENDMENT

MOUNT CARMEL GARDENS, INC.

Certificate of Status	0
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Exhibit A

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MOUNT CARMEL GARDENS, INC.

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I
NAME, TERM, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation shall be: MOUNT CARMEL GARDENS, INC. (the "Corporation").

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law and subject to these Articles.

(c) The principal office and mailing address of the Corporation will be located at 5846 Mt. Carmel Terrace, Jacksonville, Florida 32216. The Corporation retains the power of moving its office to any other address in the State of Florida, as may from time to time be determined and authorized by its Board of Directors.

(d) The resident agent of the Corporation is Jack Coleman, whose office address is 1436 Swan Lane, Jacksonville, Florida 32207.

ARTICLE II
PURPOSES

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 and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law. Without limiting the generality of the foregoing, the Corporation will provide for lower income elderly persons, rental housing and related facilities and services specially designed to meet the physical, social, and psychological needs of the aged, and contribute to 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. In connection with its purpose, the Corporation is a single asset entity that shall own and operate that certain project located at 5846 Mt. Carmel Terrace, Jacksonville, Florida 32216, known as "Mount Carmel Gardens."

(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

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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 (i) 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 (ii) 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 POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation, including, but not limited to:

(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.

(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 property of the Corporation.

(c) To do and perform all acts reasonably necessary to accomplish the purpose of the Corporation, including, without limitation, the execution of a promissory note, mortgage, deed of trust or security deed, and security agreement in order to secure a loan to be insured by the Secretary of the Department of Housing and Urban Development ("HUD") and to execute the Regulatory Agreement and other documents required by the Secretary of HUD. 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 property of the Corporation is insured or held by the Secretary of HUD. Moreover, in the event of any conflict between the terms of such note, mortgage, deed of trust or security deed, security agreement, or Regulatory Agreement (collectively, the "HUD Loan Documents") and these Articles, the terms of the HUD Loan Documents shall control.

(d) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, including, without limitation, to an organization designated by the Board of Directors which is recognized as an exempt organization under Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, 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. Provided, however, the Corporation shall at all times so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD have the power to convey its property to the Secretary of HUD or such Secretary's nominee, for exclusively public purposes. So long as the HUD Loan documents are

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in effect, the Corporation shall not voluntarily be dissolved or converted to another form of entity without the prior written approval of the Secretary of HUD. Notwithstanding any other provisions, upon any dissolution, no title or right to possession and control of the project, and no right to collect rents from the project, shall pass to any person who is not bound by the HUD Loan Documents in a manner satisfactory to the Secretary of HUD.

ARTICLE IV MEMBER

The Corporation shall have no members.

ARTICLE V BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The directors shall serve without compensation.

(c) The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the Corporation shall be elected shall be provided in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be less than three (3).

(e) Each of the directors shall be liable in such director's individual capacity to the Secretary of HUD, and solely to the Secretary of HUD, for: (i) funds or property of the project coming into such director's possession, which by the provisions of the Regulatory Agreement, such director is not entitled to retain; (ii) such director's own acts and deeds, or acts and deeds of others which such director has authorized, in violation of the provisions of the Regulatory Agreement; (iii) the acts and deeds of affiliates, as defined in the Regulatory Agreement, which such director has authorized in violation of the provisions of the Regulatory Agreement; and (iv) as otherwise required by law.

ARTICLE VI BYLAWS

(a) The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles.

(b) The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws; provided, however, so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD or any of the HUD Loan Documents remains in effect, the Bylaws of the Corporation shall not be inconsistent with the provisions of any of the HUD Loan Documents between the Corporation and the Secretary of HUD entered into pursuant to Article III hereof. In the event of any conflict between the terms of the HUD Loan Documents and the Bylaws, the terms of the HUD Loan Documents shall control.

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ARTICLE VII
AMENDMENT OF ARTICLES

These Articles may be amended from time to time by the Board of Directors of the Corporation; provided, however, so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD or the HUD Loan Documents remain in effect, no provision required by HUD to be included in these Articles may be amended without the prior written approval of the Secretary of HUD. In addition, so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD or the HUD Loan Documents remain in effect, these Articles may not be amended at any time to: (a) modify the term of the Corporation; (b) activate the requirement that a HUD previous participation certification be obtained from any additional member; (c) affect the HUD Loan Documents; or (d) change the guarantor of any obligation to the Secretary of HUD.

ARTICLE VIII
HUD REPRESENTATIVE

The Corporation has initially designated Linda Rubens as its official representative for all matters concerning the project which require the consent or approval of the Secretary of HUD. The signature of this person will bind the Corporation in all such matters. The Corporation may from time to time appoint a new representative to perform this function, but within three (3) business days of doing so, will provide the Secretary of HUD with written notification of the name, address, and telephone number of its new representative. When a person other than the person identified has full or partial authority of management of the project, the Corporation will promptly provide the Secretary of HUD with the name of that person and the nature of that person's management authority.

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CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
MOUNT CARMEL GARDENS, INC.

Pursuant to the provisions of Section 617.1002, Florida Statutes, MOUNT CARMEL GARDENS, INC., a Florida not for profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.
2. The Board of Directors of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a written action in lieu of a formal meeting of the Board of Directors on the 23rd day of September, 2003.
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3. There are no members entitled to vote on this amendment.
4. The amendment to the Articles of Incorporation have been approved by the Secretary of the Department of Housing and Urban Development as required by Article XII of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned officer of Mount Carmel Gardens, Inc. hereby certifies that these Articles of Amendment were adopted by the Corporation on the 23rd day of September, 2003.
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MOUNT CARMEL GARDENS, INC.

By: Jack Coleman
Name: Jack Coleman
Title: PRESIDENT