

751614

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SUNCOAST CHRISTIAN HOUSING, INC.

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**Articles of Amendment
to
Articles of Incorporation
of**

Suncoast Christian Housing, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

751614

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

PLEASE SEE EXHIBIT A ATTACHED HERETO

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: 6-21-07

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature David J. Barr President 6/21/07
 (By the chairman or vice chairman of the board, president or other officer- if directors have not been selected by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

David J. Barr
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

EXHIBIT A

ARTICLE TWO of the Corporation's Articles is hereby amended and replaced in its entirety to read as follows:

The Corporation is formed solely to operate, lease and own a multifamily housing project known as Burlington Tower located at 1000 Burlington Avenue North, in St. Petersburg, Pinellas County, Florida (the "Project") and to do any and all things necessary, convenient or incidental to that purpose.

ARTICLE SEVEN of the Corporation's Articles is hereby amended and replaced in its entirety to read as follows:

The affairs of the Corporation shall be managed by a Board of Directors which shall be not less than five (5), nor more than fifteen (15) in number, the exact number of which shall be fixed by resolution of the Board of Directors from time to time. The Directors shall be elected by the members of the Corporation from the membership with one-third of the Directors being elected at the annual meeting each year to serve for three years. 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 shall serve without compensation.

ARTICLE TWELVE is hereby appended and added to the Corporation's Articles to read as follows:

a) The Corporation is authorized to execute a note (the "Note"), a mortgage, deed of trust, or security deed securing the Note (the "Mortgage"), and security agreement (the "Security Agreement") on the Project in order to secure a loan to be insured by the Secretary of Housing and Urban Development ("HUD"); to execute the regulatory agreement (the "HUD Regulatory Agreement") and other documents required by HUD in connection with the HUD-insured loan (the "HUD Loan"), and to comply with the requirements of HUD's mortgage insurance program.

b) Notwithstanding any other provisions of these Articles, in the event that any provision of these Articles, or any other organizational documents of the Corporation (collectively, the "Organizational Documents"), conflicts with the terms of the Note, Mortgage, Security Agreement or HUD Regulatory Agreement (collectively, the "HUD Loan Documents"), the conflicting provisions of the HUD Loan Documents shall control.

c) The following provisions of this Article Twelve shall apply for so long as (and only for so long as) HUD or HUD's successors or assigns is the insurer or holder of the Note.

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i. No provisions required by HUD to be inserted into these Articles, or any other Organizational Documents of the Corporation, may be amended without prior HUD approval.

ii. No provision of or amendment to these Articles, or any other Organizational Documents of the Corporation, that results in any of the following will have any force or effect without the prior written consent of HUD:

(1) Any amendment that modifies the term of the Corporation;

(2) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional shareholder;

(3) Any amendment that in any way affects the Note, Mortgage, Security Agreement or HUD Regulatory Agreement;

(4) Any amendment that would authorize any officer or representative to bind the Corporation for matters concerning the Project which require HUD's consent or approval, other than the official representative as designated in these Articles (or substitute representative designated in the manner provided in these Articles); or

(5) Any change in a guarantor for the Corporation of any obligation to HUD.

iii. Any incoming member must, as a condition of receiving any financial interest in the Corporation (the receipt of such interest to occur only to the extent permissible and consistent with applicable law and IRS regulations governing its tax-exempt status), agree to be bound by the Note, Mortgage, Security Agreement, HUD Regulatory Agreement and any other documents required in connection with the HUD-insured loan to the same extent and on the same terms as the other members.

iv. Notwithstanding any other provisions of these Articles, upon any dissolution, no title or right to possession and control of the Project, and no right to collect the rents from the Project, shall pass to any person who is not bound by the HUD Regulatory Agreement in a manner satisfactory to HUD.

v. The officers and directors/trustees agree to be liable in their individual capacities to HUD with respect to the following matters:

(1) For funds or property of the Project coming into their hands, which by the provisions of the HUD Regulatory Agreement, they are not entitled to retain;

(2) For their own acts and deeds, or acts and deeds of others which they have authorized, in violation of the provisions of the HUD Regulatory Agreement;

(3) For the acts and deeds of "affiliates," as defined in the HUD Regulatory Agreement, which they have authorized in violation of the provisions of the HUD Regulatory Agreement; and

(4) As otherwise provided by law.

vi. The Corporation may not voluntarily be dissolved or converted to another form of entity without the prior written approval of HUD.

vii. The Corporation has designated David J. Barr as its official representative for all matters concerning the Project that require HUD consent or approval. The signature of David J. Barr, individually, will bind the Corporation in all such matters. The Corporation may from time to time appoint one or more substitute representatives to perform this function, but within three (3) business days of doing so, will provide HUD with written notification of the name, address, and telephone number of the substitute representative. When any person other than the person(s) identified herein has full or partial authority of management of the Corporation, the Corporation will promptly provide HUD with the name of that person and the nature of that person's management authority.

viii. Notwithstanding any provision to the contrary in the Organizational Documents, any indemnification by the Corporation of the Corporation's officers, directors, and/or board members is limited to the available proceeds of liability insurance and/or "surplus cash" as defined in the HUD Regulatory Agreement.

ARTICLE ELEVEN (b) of the Corporation's Articles is hereby deleted because its intent has been replaced with the new ARTICLE TWELVE (c)(i) and (c)(ii) that was inserted into the Corporation's Articles.

RESOLVED, that the President, the Secretary, the Treasurer, and any Assistant Secretary or any Assistant Treasurer of the Corporation, each either acting alone or acting jointly, be, and hereby are, authorized to take any and all actions which such officer, in his or her discretion, may deem necessary, appropriate and/or desirable to carry out the foregoing resolution, including but not limited to filing the appropriate form of Amendment of Articles of Incorporation with the Office of the Secretary of State of Florida and paying the required filing fees for such filing.

RESOLVED, that the taking of each and every action, the expenditure of funds, and the execution, acknowledgment, delivery, amendment and modification of each and every instrument pursuant to the foregoing resolutions: (i) shall be binding upon the Corporation for all intents and purposes whatsoever; and (ii) shall be conclusive evidence that the same has been fully authorized by these resolutions. Any actions taken, any expenditures of funds made, and any instruments executed, acknowledged, delivered, amended and/or modified prior to the date of these resolutions are hereby approved, ratified and confirmed.