

766212

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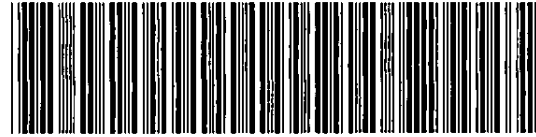
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17 APR 14 AM 10:28

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TALLAHASSEE, FLORIDA

Amended  
Restated

APR 19 2017

LALBRITTON

**CORPORATE  
ACCESS,  
INC.**

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**WALK IN**

**PICK UP:** 04/13/17

- CERTIFIED COPY** \_\_\_\_\_
- PHOTOCOPY** \_\_\_\_\_
- CUS** \_\_\_\_\_
- FILING** AMENDMENT \_\_\_\_\_

1. **W.O.R.C. Haven, Inc.**  
\_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
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(CORPORATE NAME AND DOCUMENT #)
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(CORPORATE NAME AND DOCUMENT #)
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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL  
INSTRUCTIONS:**

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 17, 2017

CORPORATE ACCESS, INC.  
236 EAST 6TH AVENUE  
TALLAHASSEE, FL 32303

SUBJECT: WORK ORIENTED REHABILITATION CENTER, INC.  
Ref. Number: 716013

*wrong doc # submitted*

*Corrected*

We have received your document for WORK ORIENTED REHABILITATION CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 717A00007371

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**ARTICLES OF AMENDMENT AND  
RESTATED ARTICLES OF INCORPORATION  
OF  
W.O.R.C. Haven, Inc.  
(A Florida Not-for-profit Corporation)**

These Articles of Amendment and Restated Articles of Incorporation of W.O.R.C. Haven, Inc., a corporation not-for-profit under the laws of the State of Florida (the "Corporation") are adopted and filed pursuant to the provisions of Sections 617.1002 and 617.1007, *Florida Statutes*, as amended.

**FIRST:** The name of the Corporation is W.O.R.C. HAVEN, INC. The Corporation's Document Number is 766212. The Corporation's Articles of Incorporation were originally filed on December 21, 1982.

**SECOND:** Set forth below are the Amended and Restated Articles of Incorporation of the Corporation, which amend and supersede in their entirety the Corporation's Articles of Incorporation. Obsolete matters and matters of only hisptorical interest have been omitted. All amendments included in these Amended and Restated Articles of Incorporation have been adopted in accordance with Section 617.1002, *Florida Statutes*.

**THIRD:** The amendments contained in the attached Amended and Restated Articles of Incorporation and the restatement of the Articles of Incorporation were duly adopted by the Board of Directors on April 12, 2017 by majority vote of the members of the Board of Directors in accordance with the Bylaws of the Corporation and Sections 617.1002 and 617.1007, *Florida Statutes*. The vote, being a majority, was sufficient for approval. There being no members of the Corporation, none of the amendments require approval of the members.

**FOURTH:** The Amended and Restated Articles of Incorporation set forth below shall be effective as of April 13, 2017, or, if later, the date of filing with the Florida Secretary of State.

\*\*\*\*\*

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
W.O.R.C. HAVEN, INC.

ARTICLE I - NAME

The name of this Corporation (the "Corporation") is W.O.R.C. Haven, Inc.

ARTICLE II - DURATION

The existence of this Corporation commenced on the 21st day of December, 1982. The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

Section 1.

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the Corporation are as follows:

A. This Corporation is a not-for-profit Corporation as defined in the Florida Not-for-profit Corporation Act. The Corporation is not formed for pecuniary profit.

B. This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3).

C. This Corporation is authorized to engage in any lawful activity for which not-for-profit Corporations may be organized under the laws of the State of Florida and shall have all of the powers vested in a not-for-profit Corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes in Paragraph B above.

Section 2.

Without limitation of the generality of the provisions of Article III, Section 1, the nature of the specific business and the objects and purposes to be transacted, promoted, or carried on by the Corporation are as follows:

A. To develop, acquire, or construct a housing project or projects to provide housing and associated residential services to individuals with disabilities, and to operate same;

B. To enable the financing of the development, acquisition or construction of such housing with the assistance of mortgage insurance under the National Housing Act;

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C. To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the purposes of the Corporation, including expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the National Housing Act, as amended, and the Regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return and methods of operation;

D. To acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the development, acquisition or construction and operation of such project; and

E. To borrow money and to issue evidence of indebtedness and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

#### ARTICLE IV - POWERS

##### Section 1.

The Corporation shall have the power to do and perform all things whatsoever set out in Section 2 of Article III - PURPOSE above, and necessary or incidental to the accomplishment of said purposes.

##### Section 2.

The Corporation, specifically and particularly, shall have the power and authority to enter into a Regulatory Agreement setting out the requirements of the Secretary of Housing and Urban Development.

#### ARTICLE V - TERMS OF REGULATORY AGREEMENT

In the event of any conflict between these Articles of Incorporation and the terms of any Regulatory Agreement executed between the Corporation and the Secretary of Housing and Urban Development, the terms of the Regulatory Agreement will prevail.

#### ARTICLE VI - AMENDMENT RESTRICTION

While there is in existence a mortgage insured under the National Housing Act as amended, or held by the Secretary of Housing and Urban Development neither these Articles of Incorporation nor any by-laws adopted for the operation of the Corporation will be amended without the advance written approval of the Secretary of Housing and Urban Development or his authorized representative.

#### ARTICLE VII - LIMITATION

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its Members, nonvoting Members, Directors or Officers, other private individuals or organizations organized and operated for a profit; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof, to the extent permitted by law.

B. Notwithstanding any other provisions in these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax described in Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in Internal Revenue Code Sections 509(a)(1), (2) or (3) (as the case may be); and/or (c) by an organization contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2) or 2522(a)(2).

C. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, 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 or in opposition to any candidate for public office.

#### ARTICLE VIII - MEMBERS

The Corporation shall have such members as are specified in the bylaws of the Corporation.

#### ARTICLE IX - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation and the name of the current registered agent of the Corporation at such address is as follows:

Registered Agent

Zachary Wray, President

Registered Office

9040 Sunset Drive  
Miami, FL 33173

#### ARTICLE X - BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the current Board of Directors is three. The number of Directors may be increased or decreased from time to time

in accordance with the Bylaws, but shall never be less than three. The manner of election of directors and officers of the Corporation shall be provided in the bylaws of the Corporation. The names and addresses of the current Directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Kevin E. Vance	3160 NE 27 <sup>th</sup> Ave. Miami, FL 33064
F. J. McMackin, III	2616 Treasure Lane Naples, FL 34102
Samantha Branda	627 Hickory Rd. Naples, FL 33108

#### ARTICLE XI - DISSOLUTION

In the event of dissolution or final liquidation of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

(a) A not-for-profit organization or organizations which may have been created to succeed the Corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) A not-for-profit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).



**ARTICLE XII - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The following address is the principal office of the Corporation and the permanent mailing address of the Corporation.

**Address**

9040 Sunset Drive  
Miami, FL 33173

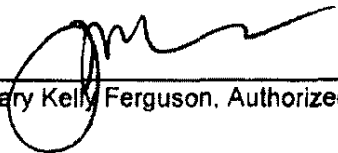
**ARTICLE XIII - RESTATEMENT OF PRIOR ARTICLES OF INCORPORATION**

Provisions of the original Articles of Incorporation regarding commencement of the corporate existence and any other provision required by law to be retained or included in Articles of Incorporation, are restated and all other portions of the original Articles of Incorporation and amendments thereto are hereby deleted.

**ARTICLE XIV - INDEMNIFICATION**

This Corporation shall indemnify all officers and directors and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment and Restated Articles of Incorporation this 12<sup>th</sup> day of April, 2017, to be effective as of the date set forth above.

  
\_\_\_\_\_  
Mary Kelly Ferguson, Authorized Representative

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties and acknowledges that he is familiar with and accepts the obligations of his position as registered agent.

Date: April 13, 2017

  
\_\_\_\_\_  
Zachary Wray  
Registered Agent