

FI10000001442

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



000267386900

*Name Change
Amended*

12/29/14--01031--024 **35.00

FILED
2014 DEC 29 PM 4: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR

1/2/15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Name Change
Name of Corporation

DOCUMENT NUMBER: F11000001442

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LaShunda Cameron
Name of Contact Person

Navigate Affordable Housing Partner, Inc.
Firm/Company

500 Office Park Drive, Suite 300
Address

Birmingham, AL 35223
City/State and Zip Code

lcameron@navigatehousing.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LaShunda Cameron at (205) 445-2730
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**
(Pursuant to s. 617.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

F11000001442

(Document Number of Corporation (If known))

FILED
2011 DEC 29 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Jefferson County Assisted Housing Corporation
(Name of corporation as it appears on the records of the Department of State)

2. Alabama
(Incorporated under laws of)

3. 04/04/2011
(Date authorized to conduct affairs in Florida)

**SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 12, 2013

5. Navigate Affordable Housing Partners, Inc.
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

_____ (New duration)

_____ (Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

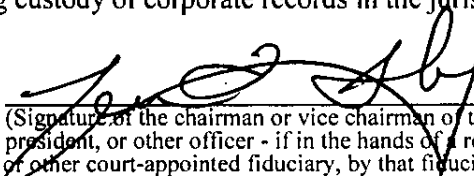
_____ (New jurisdiction)

_____ (Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Eric Q. Strong
(Typed or printed name of the person signing)

CEO
(Title of person signing)

Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the entity records on file in this office disclose that Navigate Affordable Housing Partners, Inc. was formed in Jefferson County, Alabama on February 11, 1980.

The Alabama Entity Identification number for this entity is 813-434. I further certify that the records do not disclose that said entity has been dissolved, cancelled or terminated.



20141205000011920

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

12/5/2014

Date

Jim Bennett

Secretary of State



20130312000239050 1/7
 Bk: LR201311 Pg: 29662
 Jefferson County, Alabama

I certify this instrument filed on:
 03/12/2013 09:34:08 AM PAMEND
 Judge of Probate- Alan L. King

813-434

**CERTIFICATE OF AMENDMENT AND RESTATEMENT
 OF THE
 ARTICLES OF INCORPORATION
 OF
 THE JEFFERSON COUNTY ASSISTED HOUSING CORPORATION**

WHEREAS, The Jefferson County Assisted Housing Corporation, an Alabama nonprofit corporation (the "Corporation"), was incorporated in Alabama pursuant to Articles of Incorporation filed with the Judge of Probate for Jefferson County, Alabama, in 1980 (the "Original Articles");

WHEREAS, the Corporation has amended the Original Articles five times—twice in 1996, once in 1999, once in 2002, and once in 2011—and filed these amendments with the Judge of Probate for Jefferson County, Alabama (the Original Articles as amended by these amendments, the "Amended Articles");

WHEREAS, the Corporation desires to further amend the Amended Articles to delete Articles VII and VIII and to amend Articles I, II, IV, VI, IX, X, and XI as set forth herein and to restate the Amended Articles as amended by these further amendments, all as set forth herein (the Amended Articles as amended by these further amendments and restated to reflect all amendments to date (including, without limitation, these further amendments), these "Amended and Restated Articles"); and

WHEREAS, these Amended and Restated Articles accurately state the text of the Original Articles as amended by the amendments in 1996, 1999, 2002, and 2011, together with those amendments effected herein, and do not contain any other changes except for information omitted under § 10A-1-3.17(b) of the Alabama Code;

WHEREAS, the Corporation has no members, so no members were entitled to vote on the adoption of these Amended and Restated Articles;

NOW, THEREFORE, the undersigned, being the President and Secretary-Treasurer of the Corporation, do hereby execute and verify on behalf of the Corporation that the Corporation's Board of Directors has made and approved these Amended and Restated Articles (including, without limitation, the amendments to the Amended Articles set forth herein), by the majority vote of the directors then in office at a meeting held on December 5, 2012, all in accordance with, and in the manner required by, Title 10A of the Alabama Code, the Amended Articles, and the Corporation's Bylaws, in each case as amended through the date hereof, to supersede the Original Articles and the Amended Articles, with the amendment herein changing the Corporation's name to take effect on April 1, 2013, and all other amendments and restatements herein to take effect upon the filing of these Amended and Restated Articles, all subject to the approval of the Authority (as defined below) and HUD (as defined below):

Alabama
 Sec. Of State
 Entity Change
 813-434
 Date 3/15/2013
 Time 17:00
 130417
 & Pg
 File \$100.00
 Ackn \$1.00
 Exp \$100.00
 Total \$200.00
 09/011

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I. NAME

The name of the corporation shall be NAVIGATE AFFORDABLE HOUSING PARTNERS, INC. (herein the "Corporation").

ARTICLE II. PURPOSES

The purposes for which the Corporation is formed are purely public and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and the objects to be carried on and promoted by it are as follows:

- (a) To engage in or assist in the development, construction or operation of public housing as an "instrumentality" of the Jefferson County Housing Authority (herein the "Authority") within the meaning of Section 3(b)(6)(A) of the United States Housing Act of 1937, as amended;
- (b) To promote and advance housing projects and related facilities in Jefferson County, Alabama, with the approval of the Authority, for persons who are members of low-income families and very low-income families (including without limitation elderly and handicapped persons), by financing the acquisition, construction and equipping in Jefferson County, Alabama, of one or more buildings and related facilities, all for the use of the Authority;
- (c) To acquire, by lease, purchase or otherwise, land, improvements, rights of way, easements, and other interests in real estate located in Jefferson County, Alabama, as may be necessary or convenient for said housing facilities;
- (d) To borrow money, with the approval of the Authority, in an amount required to pay the costs of acquiring, constructing and equipping such facilities, said debts to be evidenced by securities of the Corporation of any kind or character, issued at any one or more times which may be either unsecured or secured by any mortgage, trust indenture or deed of trust;
- (e) To promote the common good and general welfare of Jefferson County, Alabama, by providing decent, safe and sanitary housing;
- (f) To promote and advance housing projects and related facilities in the State of Alabama and in other states of the United States, with the approval of the Authority, for persons who are members of low-income families and very low-income families (including, without limitation, elderly and handicapped persons), by financing the acquisition, construction and equipping of one or more buildings and related facilities, whether or not located within Jefferson County, Alabama;
- (g) To acquire, by lease, purchase or otherwise, land, improvements, rights-of-way, easements and other interest in real estate whether or not located in Jefferson County, Alabama, as may be necessary or convenient for said housing facilities;

(h) To serve as the instrumentality and agency of the Authority in the performance of administrative services for the U.S. Department of Housing and Urban Development ("HUD") (including, but not limited to, joint venturing with the Authority, serving as the contract administrator for Project-Based Section 8 Housing Assistance Payment (HAP) Contracts, and assisting such contract administrators in discharging their duties) with such services to be provided throughout the entire States of Alabama, Connecticut, Delaware, Florida, Maryland, Mississippi, New Jersey, North Carolina, Ohio, Rhode Island, and Tennessee, the Commonwealths of Kentucky, Massachusetts, and Virginia, the District of Columbia, and any other State, territory, or possession of the United States of America;

(i) To provide administrative services for HUD related to the provision of housing for low and moderate income persons including but not limited to serving as the Participating Administrative Entity for HUD in restructuring mortgages; and

(j) To provide decent, safe and sanitary housing, whether or not located within Jefferson County, Alabama.

ARTICLE III. PERIOD OF EXISTENCE

The duration of the Corporation shall be perpetual.

ARTICLE IV. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the Corporation is 500 Office Park Drive, Suite 300, Birmingham, Alabama 35223, and its registered agent is Eric Strong.

ARTICLE V. MEMBERS

The Corporation is organized on a nonstock basis. There shall be no shareholders or members, and the Corporation shall be deemed to be performing essential public functions.

ARTICLE VI. DIRECTORS

The Corporation shall have a Board of Directors in which all powers of the Corporation shall be vested and which shall consist of three to five (3-5) directors in number, the precise number to be fixed by resolution of the Board of Directors from time to time.

Directors shall be elected annually by the then existing Board of Directors to replace any director or directors whose term or tenure is then expiring. Directors shall have staggered terms of three (3) years ending on December 31 of the year in which such term shall end, or until his earlier resignation, removal from office or death. All vacancies in the Board of Directors shall be filled for the unexpired term in the same manner. No subsequent director elected to fill any vacancy shall be a director until such director is approved in writing by the Authority. No director shall serve past December 31 of the year in which the term ends unless and until reappointed by the Board of Directors and approved in writing by the Authority. If at any time after the election of the initial Board of Directors and for any reason there shall not be any

directors then serving and no successors have been elected, the Authority shall appoint a successor Board of Directors.

ARTICLE VII. RESERVED

ARTICLE VIII. RESERVED

ARTICLE IX. EFFECTIVENESS AND AMENDMENTS

These Amended and Restated Articles of Incorporation shall not be effective unless and until the Authority and HUD shall have approved them. These Amended and Restated Articles of Incorporation may be altered, amended or repealed as provided by law; *provided that*, any such alteration, amendment or repeal shall be subject to the approval of the Authority and HUD.

ARTICLE X. BYLAWS

The business and conduct of affairs of the Corporation shall be regulated in accordance with Bylaws adopted by the Board of Directors, which Bylaws shall not be inconsistent with these Amended and Restated Articles of Incorporation and which shall only be altered, amended or repealed subject to the approval of the Authority.

ARTICLE XI. PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF THE CORPORATION

No part of the income or profits of the Corporation shall ever inure to the benefit of any member, director or officer except the Authority, or its lawful successors or assigns. The purposes and functions of the Corporation are not to be construed as a delegation of the public governmental functions by the Authority and Jefferson County, Alabama, to this Corporation. The Corporation's purposes shall not be construed so as to circumvent any constitutional or statutory provisions with regard to public financing.

All of the assets of the Corporation shall be held in trust for the purposes herein mentioned, including the payment of all of the Corporation's liabilities. Upon dissolution of the Corporation, all of its assets remaining after the payment of all of its liabilities shall vest in and be transferred to the Authority, or its lawful successor or successors, or failing such succession, to Jefferson County, Alabama, or as a court of law or equity may determine.

Upon its default under any Housing Assistance Payment Contracts or Agreements, if any, into which it may enter with the United States of America, the Corporation must provide for its rights and obligations under said contracts to be assigned to the Authority or such other entity as the United States of America may direct.

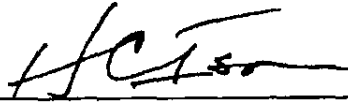
Without limiting the generality of the foregoing, this Corporation shall have all the powers, privileges, rights and immunities necessary or convenient for carrying out the purposes for which this Corporation is formed, and the directors hereby claim for this Corporation all the benefits, privileges, rights, and powers created, given, extended or conferred by the provisions of all applicable laws of the State of Alabama pertaining to nonprofit corporations, and any additions or amendments thereto.

Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall not conduct or carry on any activities (i) not permitted to be conducted or carried on by an instrumentality of a public housing agency within the meaning of the United States Housing Act of 1937, as amended, and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, (ii) not permitted to be carried on by an organization exempt under Section 501(c)(3) the Internal Revenue Code, as amended, and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or (iii) not permitted to be carried on by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

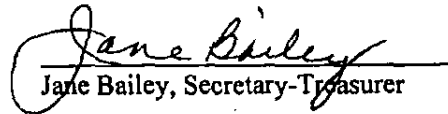
The Corporation shall not enter into and execute, or alter, amend, or modify, any Performance-Based Annual Contributions Contract, or any other contract or agreement, with HUD unless and until the Authority has authorized such action.

[Remainder of Page Intentionally Blank]

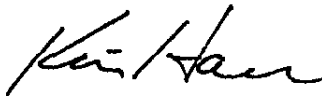
IN WITNESS THEREOF, we have hereunto subscribed our names as of the date first above written.



Hugo Isom, President

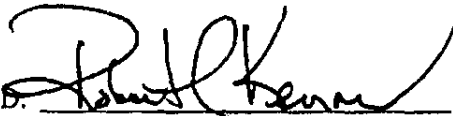


Jane Bailey, Secretary-Treasurer



APPROVED:

Jefferson County Housing Authority



APPROVED:

U.S. Department of Housing and
Urban Development

Signature Page to Articles of Amendment and Restatement

Alabama
Sec. Of State
Entity Change
813-434 DNP
Date 3/15/2013
Time 17:00
130417 8 Pg
File \$100.00
Ackn \$.00
Exp \$100.00

Total \$200.00
09/011

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, **Beth Chapman, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Navigate Affordable Housing Partners, Inc.

This domestic nonprofit corporation is proposed to be formed in Alabama and is for the exclusive use of Navigate Affordable Housing Partners, 500 Office Park Drive Ste 300, Birmingham, AL 35223 for a period of one hundred twenty days beginning March 11, 2013 and expiring July 10, 2013.

20130312000239980 7/7
Bk: LR201311 Pg: 29662
Jefferson County, Alabama
03/12/2013 09:34:08 AM PAYMENT
Fee - \$38.00

Total of Fees and Taxes-\$38.00
HATCHERK

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.



622-720

March 11, 2013

Date

Beth Chapman

Beth Chapman

Secretary of State

Handwritten notes and stamps, including a date stamp '03/12/2013 09:34:08 AM' and a fee stamp 'Fee - \$38.00'. There are also some illegible handwritten notes and a stamp that says 'HATCHERK'.

Jefferson County

I, the Undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of

record in this office in vol. 2013 page 291662

Given under my hand and official seal, this the 12th

day of March, 2013.

Alan L. King

Judge of Probate

Alabama
Sec. Of State

Entity Change	
813-434	DNP
Date	3/15/2013
Time	17:00
130417	8 Pg
File	\$100.00
Ackn	\$.00
Exp	\$100.00
Total	\$200.00
09/011	