

NO8892

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PICK-UP WAIT MAIL

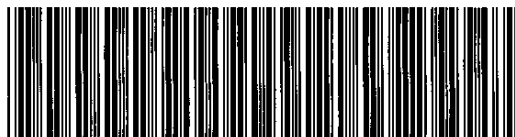
(Business Entity Name)

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Amended &
Restated

RECEIVED
06 SEP 11 AM 10:44
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 SEP 12 AM 10:45

9/12/06

X02250, 01048, 00672



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 368992 81624A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 43.75

ORDER DATE : September 11, 2006
ORDER TIME : 9:24 AM
ORDER NO. : 368992-005
CUSTOMER NO: 81624A

DOMESTIC AMENDMENT FILING

NAME: PALMER HOUSE, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 11, 2006

RECEIVED

CSC
Atten: Susie Knight
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: PALMER HOUSE, INC.
Ref. Number: N08892

We have received your document for PALMER HOUSE, INC. and the authorization to debit your account in the amount of \$4,347.50. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 206A00054684

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2006 SEP 12 AM 10:45

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
PALMER HOUSE, INC.
(a nonprofit corporation)**

The following Amended and Restated Articles of Incorporation of Palmer House, Inc., a Florida nonprofit corporation (the "Corporation"), have been duly adopted by the members by unanimous vote on September 8, 2006 wherein a quorum of members were present and such is sufficient without further action for approval pursuant to the authority of Section 617.1002 of the Florida Statutes and the provisions of the existing Articles of Incorporation and Bylaws of the Corporation:

**ARTICLE I
NAME AND REGISTERED AGENT**

- A. The name of the Corporation is PALMER HOUSE, INC., a Florida nonprofit corporation.
- B. The principal office of the Corporation is located at 11410 North Kendall Drive, Suite 201, Miami, FL 33176.
- C. The resident agent of the Corporation is J. Patrick Fitzgerald, Esquire, whose post office address is J. Patrick Fitzgerald, P.A., 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134.

**ARTICLE II
PURPOSE**

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

1. The Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations 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. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote 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.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 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 (a) 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 (b) 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

The Corporation is empowered:

1. 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.
2. 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 Corporation's property.
3. To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.
4. Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II, Section 1, hereof, other than for religious purposes, all of the foregoing within the meaning of 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. 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.

ARTICLE IV BOARD OF DIRECTORS

The number of directors of the Corporation shall be no less than seven (7) nor more than fifteen (15) and shall be elected by the members of the Corporation from the membership. Only members of the Corporation may sit as directors.

The directors shall serve without compensation.

Membership in the Corporation shall, at all times, be limited to individuals who subscribe to the purposes of the Corporation as contained herein and are approved by the Archbishop of the Archdiocese of Miami, or his successor in office. In the event he or his successor in office withdraw said approval, then such withdrawal of approval shall be construed as resignation as a member and director of the Corporation.

ARTICLE V **OFFICERS**

The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one (1) year. The secretary and treasurer may be one and the same person.

ARTICLE VI **MEETINGS**

The annual meeting of the board of directors shall be held in accordance with the Bylaws.

ARTICLE VII **BYLAWS**

Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

ARTICLE VIII **AMENDMENT**

These Articles of Incorporation may be amended by a majority vote of the membership at any regular meeting, or any special meeting called for that purpose, after first giving at least ten (10) days notice to the membership, subject to the provisions of Article VII and Article IX.

ARTICLE IX **HUD-REQUIRED PROVISIONS**

Notwithstanding any clause or provision herein to the contrary and so long as the Secretary (as hereinafter defined) or a successor or assign of the Secretary is the insurer or holder of the Loan (as hereinafter defined), the following provisions shall prevail:

1. **Definitions.** The following terms shall have the following meanings:
 - a. **“Facility”** shall mean that certain multifamily housing facility located in Miami-Dade County, Florida, commonly known as Palmer House (FHA Project No. 066-11084).
 - b. **“HUD”** shall mean the United States Department of Housing and Urban Development.
 - c. **“HUD Loan Documents”** shall mean any mortgage note executed by the Corporation in connection with the Loan, any mortgage executed by the Corporation in connection with the Loan, any security agreement executed by the Corporation in connection with the Loan and the Regulatory Agreement.
 - d. **“Loan”** shall mean that certain loan to the Corporation that is insured by the Secretary and secured by a mortgage on the Facility.
 - e. **“Regulatory Agreement”** shall mean that certain Regulatory Agreement by and between the Secretary and the Corporation executed in connection with the Loan.
 - f. **“Secretary”** shall mean the Secretary of HUD.
2. **Business of Corporation.** The business of the Corporation shall be solely limited to the following: (a) owning, operating, reconstructing, improving, selling, managing, or leasing of the Facility; (b) executing, delivering and performing its obligations under the HUD Loan Documents; and (c) any lawful activities permitted to corporations under the Act that are incidental to the foregoing or necessary or convenient to accomplish the foregoing.
3. **Loan Authorization.** The Corporation is authorized to execute a note, mortgage and security agreement in order to secure the Loan and to execute the Regulatory Agreement and other documents required by the Secretary in connection with the Loan.
4. **Official Representatives.** The Corporation has designated **J. Mark Quinlivan** as its official representative for all matters concerning the Facility that require the consent or approval of the Secretary, and the signature of any such official representative shall bind the Corporation in all such matters. The Corporation may from time to time appoint a new official representative to perform this function, but within three (3) business days of doing so will provide the Secretary with written notification of the name, address, and telephone number of such new official representative. When the person other than the person identified above as the official representative has

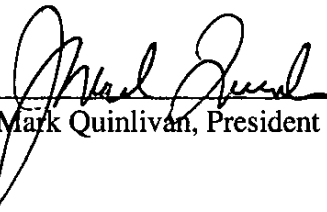
full or partial authority of management of the Facility, the Corporation will promptly provide the Secretary with the name of that person and the nature of that person's management authority.

5. **Restrictions on Amendments.** So long as the Secretary or a successor or assign of the Secretary is the insurer or holder of the Loan, no provision required by the Secretary to be inserted into the organizational documents may be amended and no amendment to the organizational documents that results in any of the following will have any force or effect without the prior written consent of the Secretary:
 - a. Any amendment that modifies the term or duration of the Corporation;
 - b. Any amendment that activates the requirement that a HUD previous participation certificate be obtained from any additional member, officer, or director;
 - c. Any amendment that in any way affects the HUD Loan Documents;
 - d. Any amendment that would authorize any officer other than the above-referenced official representative or a pre-approved officer to bind the Corporation for all matters concerning the Facility which required HUD's consent or approval;
 - e. A change in the above-referenced official representative or pre-approved officer of the Corporation; or
 - f. Any change in a guarantor, if any, of any obligation to the Secretary.
6. **Dissolution.** So long as the Secretary or a successor or assign of the Secretary is the insurer or holder of the Loan, without the prior written consent of the Secretary, the Corporation shall not voluntarily be dissolved or changed to another type of entity. Upon any dissolution of the Corporation, no title or right to possession and control of the Facility, and no right to collect the rents and profits from the Facility, shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to the Secretary.
7. **Conflicts with HUD Loan Documents.** Notwithstanding anything else contained herein, in the event that any provision of the organizational documents conflicts with any of the HUD Loan Documents, the provisions of the HUD Loan Documents shall control.
8. **Indemnification.** Notwithstanding anything to the contrary herein or in the Corporation's Bylaws or other documents, the Corporation shall not indemnify officers or directors of the Corporation except to the extent mandated by the National Housing Act and/or to the extent such indemnification is covered by liability

insurance or distributions approved by HUD from residual receipts or surplus cash.

- 9. **Liability of Members, Directors, and Officers.** Each member, director, and officer of the Corporation shall be liable to the Secretary in their individual capacities (a) with respect to funds or property of the Facility coming into their hands that, by the terms of the Regulatory Agreement, they are not entitled to retain, (b) for their own acts and deeds, or the acts and deeds of others that they have authorized, in violation of the provisions of the Regulatory Agreement, (c) for the acts and deeds of affiliates, as defined in the Regulatory Agreement, which the member, director or officer authorized in violation of the provisions of the Regulatory Agreement; and (d) as otherwise provided by law. Any incoming officer or director shall be bound by the note, mortgage, security agreement, the 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 officers or directors.
- 10. **Duration of Corporation.** The duration of the Corporation shall be perpetual.
- 11. **Single Asset Entity.** The Corporation is a single asset entity.

IN WITNESS WHEREOF, the undersigned hereunto subscribes his signature and affixes the corporate seal of the Corporation, this 9 day of September, 2006.



 J. Mark Quinlivan, President

STATE OF FLORIDA)
)
 COUNTY OF MIAMI-DADE)

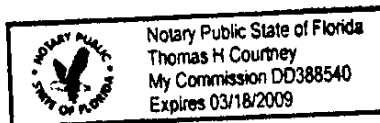
SS:

The foregoing instrument was acknowledged before me this 9 day of September, 2006, by J. Mark Quinlivan, as President of Palmer House, Inc., a Florida nonprofit corporation, on behalf of the Corporation, and who is personally known to me or [] who has produced _____ as identification.



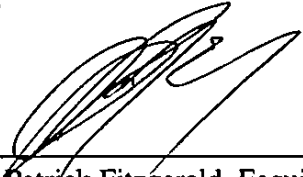
 NOTARY PUBLIC - STATE OF FLORIDA
 At Large

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the responsibilities and agrees to serve as Registered Agent of Palmer House, Inc., a Florida nonprofit corporation.



J. Patrick Fitzgerald, Esquire
Registered Agent