

May 3. 2017 1:24PM

Zimmerman, Kiser & Sutcliffe
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4/5/2017
N17000093363

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Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BERKELEY HOUSING INITIATIVE, INC.**

S. TALLENT
MAY 04 2017

Certificate of Status	0
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Amended & Restated

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TALLAHASSEE, FLORIDA



April 6, 2017

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BERKELEY HOUSING INITIATIVE, INC.
1105 KENSINGTON PARK DRIVE
SUITE 200
ALTAMONTE SPRINGS, FL 32714US

SUBJECT: BERKELEY HOUSING INITIATIVE, INC.
REF: N1700000609

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in 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.

Susan Tallent
Regulatory Specialist II

FAX Aud. #: H17000093363
Letter Number: 017A00006626

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BERKELEY HOUSING INITIATIVE, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
17 MAY -3 AM 8:47
FILED

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be BERKELEY HOUSING INITIATIVE, INC. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The principal and mailing address of the Corporation is 1105 Kensington Park Drive, Suite 200, Altamonte Springs, FL 32714.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

The Corporation is organized and operated exclusively for charitable, scientific, literary, and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, including to participate as an owner in the development, construction, acquisition, rehabilitation, operation, leasing, management, or maintenance of projects servicing households with incomes complying with the terms set forth in Rev. Proc. 96-32, 1996-1 C.B. 717. The Corporation shall have all the powers of a corporation not for profit organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in Section 617 of the Florida Statutes, these Articles of Incorporation, or the Bylaws; provided, however, that the Corporation is specifically prohibited from engaging in any

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political activity or any other activity whereby its status as a corporation not-for-profit or its exemption from federal or state income taxation, if any, would be forfeited or jeopardized.

ARTICLE IV - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of no fewer than three (3) persons.

ARTICLE V - MEMBERSHIP

The Corporation shall have no members.

**ARTICLE VI - REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 315 E. Robinson Street, Suite 600, Orlando, Florida, 32801, and the name of the initial registered agent of the Corporation at that address is N. Dwayne Gray, Jr., Esq. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by a majority of the entire Board of Directors of the Corporation.

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The foregoing Amended and Restated Articles of Incorporation were adopted on April 5, 2017. The Corporation has no members entitled to vote on the amendments, and the amendments were adopted by the Board of Directors.

ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed to Affordable Housing Institute, Inc., a Florida not for profit entity ("AHI") that currently qualifies as an exempt public charity, in accordance with Section 501(c)(3) of the Code. In the event that, upon the dissolution of this Corporation, AHI is no longer an exempt public charity, pursuant to Section 501(c)(3) of the Code, then all of the assets of this Corporation shall be distributed for one or more exempt purposes within the meaning of 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 the Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

BERKELEY HOUSING INITIATIVE, INC.

By: 
N. Dwayne Gray, Jr., Esq., Director

Date: April 5, 2017

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



N. Dwayne Gray, Jr., Esq.

Date: April 5, 2017