

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171

800-342-8086

N194000002150

CSC networks
PRENICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 209164 4311754

AUTHORIZATION : *Patricia Pizzit*

COST LIMIT : \$ ~~70.00~~ 35.00

FILED
JAN -3 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 3, 1997

ORDER TIME : 9:39 AM

ORDER NO. : 209164-005

CUSTOMER NO: 4311754

CUSTOMER: Ms. Kelly Coomes
Fieldstone, Lester & Shear
Suite 2100
200 South Biscayne Blvd.
Miami, FL 33131

*Restated
Articles*
SU0002044785--5

DOMESTIC AMENDMENT FILING

NAME: SGI SUPPORTIVE HOUSING, INC.

EFFECTIVE DATE: *ADH*

ARTICLES OF AMENDMENT *ADH*
☒ RESTATED ARTICLES OF INCORPORATION *ADH*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY *ADH*
☒ PLAIN-STAMPED COPY *X 02250, 00574, 00672*
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1997

CSC Networks
1201 Hays Street
Tallahassee, FL 32301-2607

SUBJECT: SGI SUPPORTIVE HOUSING, INC.
Ref. Number: N94000002150

RESUBMIT
Please give original
submission date as file date.

We have received your document for SGI SUPPORTIVE HOUSING, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 797A00000338

RECEIVED
97 JAN -8 AM 9:08
DIVISION OF CORPORATIONS

**RESTATED CERTIFICATE OF INCORPORATION
OF SGI SUPPORTIVE HOUSING, INC.**

The undersigned, Harold Beck, Vice President of SGI SUPPORTIVE HOUSING, INC., a Florida non-profit corporation organized under the laws of the State of Florida on April 27, 1994, hereby certifies that as of December 31, 1996, the Directors of the Corporation have signed a consent in writing adopting the following Restated Certificate of Incorporation of SGI Supportive Housing, Inc. The number of votes cast in favor of the amendment was sufficient for approval and was adopted by the Directors of the Corporation on October 10, 1996, at a duly called meeting of the Directors. The Directors of the Corporation are the only members entitled to vote on the amendment.

ARTICLE I

(a) The name of the Corporation is SGI SUPPORTIVE HOUSING, INC., referred to as "the Corporation".

(b) The existence of the Corporation will be a not-for-profit corporation established to provide a residential dwelling for low income disabled persons.

(c) The principal office of the Corporation will be located at 5200 N.E. 2nd Avenue, Miami, Florida 33137, Miami, Florida, or a substitute location.

(d) The resident agent of the Corporation is Ronald R. Fieldstone, whose address is 200 S. Biscayne Blvd., Suite 2100, Miami, Florida 33131.

ARTICLE II

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

(a) This 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, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. 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 non-profit basis.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No

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97 JAN 28 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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 (1) 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 (2) 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

The Corporation is empowered:

(a) 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 accomplishments of the purposes set forth in Article II hereof, but solely in connection with the project assisted under (Section 202 of the Housing Act of 1959), as amended, or Section 811 of the National Affordable Housing Act) including, but not limited to the residential property located at 8275 S.W. 152nd Street, Miami, Florida.

(b) 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.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under (Section 202 or Section 811). Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) 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(a) 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, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so 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

The number of directors (trustees) of the Corporation shall be limited to no less than (5) and no more than fifteen (15) directors. The original directors (trustees) and the term for which each will serve, are set below.

<u>Name:</u>	<u>Term:</u>	<u>Address:</u>
Irving Cypen	3 years	825 Arthur Godfrey Road Miami Beach, Florida 33130
Harold Beck	3 years	700 Coral Way Coral Gables, Florida 33134
Bess Stein	3 years	5500 Collins Avenue Apt. 1702 Miami Beach, Florida 33140
Wayne A. Cypen	3 years	825 Arthur Godfrey Road Miami Beach, Florida 33130
Stephen H. Cypen	3 years	825 Arthur Godfrey Road Miami Beach, Florida 33130

The directors (trustees) shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of SGI SUPPORTIVE HOUSING, INC. or non-members who have the approval of the Board of Trustees (Directors) of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member of SGI SUPPORTIVE HOUSING, INC., or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director (trustee) of the Corporation.

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

The annual meeting shall be held during the second week of January of each year.

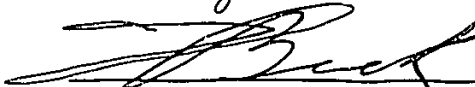
ARTICLE V

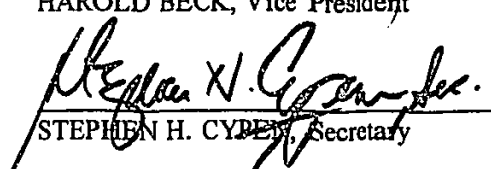
Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof.

ARTICLE VI

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without prior written approval of the said Secretary.

Signed by the incorporators this 2nd day of January, 1996.


HAROLD BECK, Vice President

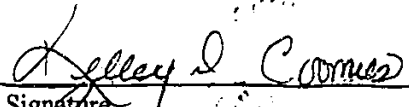

STEPHEN H. CYPERT, Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2nd day of January, 1996, by Harold Beck, as Vice President of SGI SUPPORTIVE HOUSING, INC., a Florida non-profit corporation, who is personally known to me or who has produced _____ as identification and who did take an oath.



KELLEY D COOMES
My Commission CC258083
Expires Feb. 03, 1997

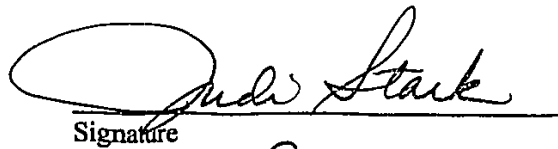

Signature

Kelley D. Coomes
Print (Notary's Name)
Notary Public, State of Florida

Notary Stamp:

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2nd day of January, 1996 by STEPHEN H. CYPEN, as Secretary of SGI SUPPORTIVE HOUSING, INC., a Florida non-profit corporation, who is personally known to me or who has produced _____ as identification and who did take an oath.



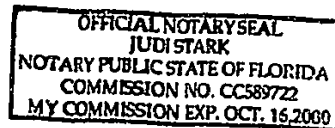
Signature

JUDI STARK

Print (Notary's Name)

Notary Public, State of Florida

Notary Stamp:



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01/02/97-11:40am

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ARTICLE V

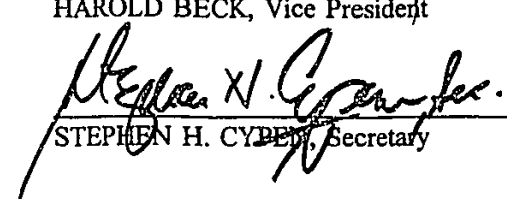
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HAROLD BECK, Vice President

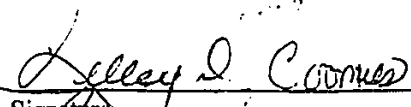

STEPHEN H. CYBERT, Secretary

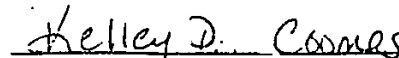
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2nd day of January, 1996, by Harold Beck, as Vice President of SGI SUPPORTIVE HOUSING, INC., a Florida non-profit corporation, who is personally known to me or who has produced _____ as identification and who did take an oath.



KELLEY D. COOMES
My Commission CC258083
Expires Feb. 08, 1997

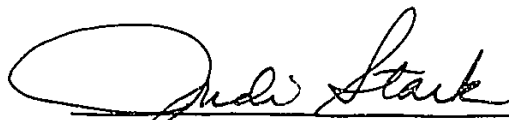

Signature


Print (Notary's Name)
Notary Public, State of Florida

Notary Stamp:

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2nd day of January, 1996 by STEPHEN H. CYPEN, as Secretary of SGI SUPPORTIVE HOUSING, INC., a Florida non-profit corporation, who is personally known to me or who has produced _____ as identification and who did take an oath.



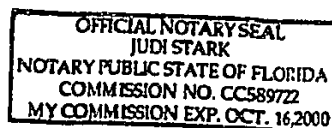
Signature

JUDI STARK

Print (Notary's Name)

Notary Public, State of Florida

Notary Stamp:



rf\work\clients\stein\certofam.end
01/02/97-11:40am