

N94000006092

**ROTH BACON YOUNG  
ATTORNEYS AT LAW**



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605 E. Center Street  
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August 20, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

100002275791--7  
-08/25/97--01059--014  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

To the Secretary of State:

Please find enclosed herewith Restated Articles of Incorporation of UCC II, Inc. which need to be filed in your office. I am also requesting a certificate of good standing for UCC II, Inc. Enclosed is a check in the amount of \$43.75 which represents the filing fee of \$35.00 plus \$8.75 for the certificate.

I am enclosing a return envelope for your convenience in forwarding the necessary documents to this office. If you have any questions, please feel free to contact this office at 1-800-475-2611.

Very truly yours,

ROTH BACON YOUNG, ATTORNEYS

By Sandra M. Micheli  
Sandra M. Micheli, Paralegal

/s/mm

enclosures

**FILED**  
97 AUG 25 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Restated Articles*

VS SEP 4 1997

RESTATED ARTICLES OF INCORPORATION  
OF  
UCC II, INC.

FILED  
97 AUG 25 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Brian S. Allen , who is the Assistant Vice-President, and Cheryl S. Wickersham who is the Assistant Secretary /Treasurer of the above named Florida not for profit Corporation, do hereby certify that:

A Meeting of the Members of said Corporation was duly called and held on the 17<sup>th</sup> day of April, 1997, at which meeting a quorum of such members were present, and by the affirmative vote of 100% of the members thereat, the following Resolution of Amendment was adopted:

The existing Articles of Incorporation shall be Amended and superseded by the document attached hereto, and more particularly identified as the Certificate of Incorporation of UCC II, Inc. and the Addendum to the Certificate of Incorporation.

Said Amendment is being undertaken in order to comply with the mandates of the U.S. Secretary of Housing and Urban Development under Section 202 of the Housing Act of 1959, as amended.

IN WITNESS WHEREOF, the above named officers, acting for and on the behalf of the Corporation, have subscribed their names this 18<sup>th</sup> day of Aug, 1997.

By: B. S. Allen  
Brian S. Allen  
Asst. Vice-President

By: Cheryl S. Wickersham  
Cheryl S. Wickersham  
Asst. Secretary/Treasurer

U.S. Department of Housing and Urban Development  
Office of Housing / Federal Housing Commissioner

Project Number :	Project Name :  Sterling Place
Project Location (street, city, State):	

For Use by Nonprofit Corporations under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.

RESTATED ARTICLES OF INCORPORATION  
OF  
UCC II, INC.

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of Florida and further certify that:

Article I

- (a) The name of the Corporation is referred to as "the Corporation". UCC II, Inc.
- (b) The existence of the Corporation will be perpetual.
- (c) The principal office of the Corporation will be located at 170 East Center Street, Marion, Ohio 43302
- (d) The resident agent of the Corporation is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida whose post office address is

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) To provide elderly or disabled 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.
- (b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

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 accomplishment 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.
- (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 and 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) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operate for nonprofit purposes similar to those of the Corporation (other than one created for religious purposes). Provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

Article IV

The number of directors (trustees) of the Corporation shall be (\*) each will serve, are set below.

The original directors (trustees) and the term for which

Name:

Term:

see attached listing

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 (\*\*) United Church Homes, Inc. or nonmembers 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 (\*\*) United Church Homes, 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 By-Laws 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 on the 4th Monday in April of each year.

Article V

By-Laws 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 the prior written approval of the said Secretary.

Signed by the incorporators this 18th day of August, 1997.

Brian S. Allen, Asst. Vice-President

Address: 170 East Center Street Marion, Ohio 43302

Cheryl L. Wickersham

170 East Center Street Marion, Ohio 43302

\* Must be at least seven (7) but no more than fifteen (15) individuals (except for projects assisted under Section 811). \*\* Insert the name of the sponsoring organization.

COMMUNITY/TRUSTEE

TERM

STERLING PLACE/Lakeland, FL - UCC II

Naida Sutch  
2311 Capestrano Drive  
Xenia, OH 45385  
(513)372-9911

Until a successor is duly elected

Paul Kiewit  
1914 North Columbus Street  
Lancaster, OH 43130  
(614)654-2925

Until a successor is duly elected.

Brian S. Allen  
United Church Homes, Inc.  
170 East Center Street  
Marion, OH 43302  
(614)382-4885

Until a successor is duly elected.

Ronald E. Beach  
United Church Homes, Inc.  
170 East Center Street  
Marion, OH 43302  
(614)382-4885

Until a successor is duly elected.

Cheryl L. Wickersham  
United Church Homes, Inc.  
170 East Center Street  
Marion, OH 43302  
(614)382-4885

Until a successor is duly elected.

Louis Sperduto  
United Church Homes, Inc.  
170 East Center Street  
Marion, OH 43302  
(614)382-4885

Until a successor is duly elected.

Dorothy Eckert  
415 Wheeler Drive  
Marion, OH 43302  
(614)382-8263

Until a successor is duly elected.

William Wright  
277 South Parkview Avenue  
Bexley, OH 43209  
(614)258-5757

Until a successor is duly elected.

Robert Hart  
170 South Washington Street  
Canal Winchester, OH 43110  
(614)837-2551

Until a successor is duly elected.