

N95000000/66

**ROTH & BACON
ATTORNEYS AT LAW**



Harold D. Roth (1917-1979)
Forrest H. Bacon
Jeffrey P. Roth
David F. Bacon
Kenneth L. Young, Assoc.

50 Court Street
Upper Sandusky, Ohio 43351
(419) 294-2232
Fax: (419) 294-2488

105 S. Sycamore Avenue
Sycamore, Ohio 44882
(419) 927-4302
Fax: (419) 927-4343

January 5, 1995

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-01/11/95--01048--014
***122.50 ***122.50

Division of Corporation
Secretary of State of Florida
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing Fee/New Corporation: United Church Residences of Immokalee, Florida, Inc.

Please find enclosed Articles of Incorporation and Statutory Agent Appointment to be filed in your office.

Also enclosed is our check of \$122.50 (one hundred twenty-two and 50/100 dollars) for the filing fee and a pre-addressed, postage paid envelope for your convenience in returning the file certified copy of the Articles of Incorporation.

Should you have any questions regarding this matter, please telephone this office collect.

Very truly yours,

ROTH & BACON

By: Kenneth L. Young
Kenneth L. Young

KLY/we

Enc.

cc: John Dickson

corp\ucrimokk\stat\file.fee

N.P.
1/12/95
N95-166

FILED
JAN 10 1995

ARTICLES OF INCORPORATION
OF
UNITED CHURCH RESIDENCES OF IMMOKALEE, FLORIDA, INC.

FILED
JUN 10 1968
MARION COUNTY, OHIO

The undersigned, desiring to form a Corporation not for profit under Sections 1702.01 et seq., Revised Code of Ohio, does hereby certify that:

FIRST. The name of the Corporation shall be UNITED CHURCH RESIDENCES OF IMMOKALEE, FLORIDA, INC.

SECOND. The existence of the Corporation shall be perpetual.

THIRD. The place in Ohio where the principal office of the Corporation is to be located is 170 East Center Street, Marion, Ohio 43302, in Marion County.

FOURTH. 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 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.

(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.

(c) The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FIFTH. 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 Fourth hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(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 financing under Section 202 of the Housing Act of 1959. 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.

SIXTH. 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 be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the Corporation shall be 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 any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SEVENTH. Membership in the Corporation shall, at all times, be limited to individuals who have the approval of the Board of Trustees of said Sponsoring Corporation. The Sponsoring Corporation shall determine the term of the members so assigned.

EIGHTH. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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.

NINTH. The number of Trustee of the Corporation shall be a minimum of seven (7). All Trustees shall serve without compensation. The following named persons shall serve the Corporation as original Trustees, until their successors are duly elected and have qualified pursuant to the By-laws.

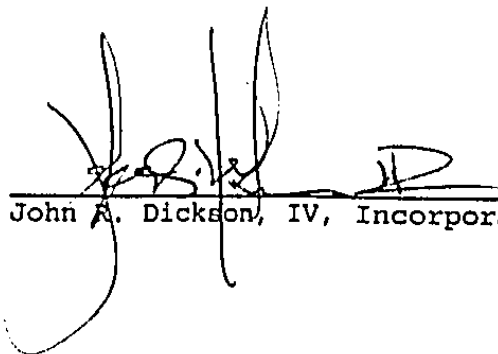
	<u>Name</u>	<u>Address</u>
1.	Brian S. Allen	170 East Center Street Marion, Ohio 43302
2.	Wallace Cannon	170 East Center Street Marion, Ohio 43302
3.	Robert Christensen	170 East Center Street Marion, Ohio 43302
4.	John R. Dickson, IV.	170 East Center Street Marion, Ohio 43302
5.	Robert L. Hart	170 East Center Street Marion, Ohio 43302
6.	Paul Kiewit	170 East Center Street Marion, Ohio 43302
7.	Glenn J Royer	170 East Center Street Marion, Ohio 43302
8.	Ron Beach	170 East Center Street Marion, Ohio 43302
9.	Louis M. Sperduto	170 East Center Street Marion, Ohio 43302

TENTH. The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the Trustees of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified.

ELEVENTH. By-Laws of the Corporation, and amendments thereto may be adopted by the members of this Corporation at any regular meeting thereof or any special meeting thereon called for that purpose so long as the provisions of any such By-Laws or amendments thereto are not inconsistent with the provisions of these Articles of Incorporation or of any Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article Fifth hereof.

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

IN WITNESS WHEREOF, I have hereunto subscribed my name, this 8th day of February, 1993.

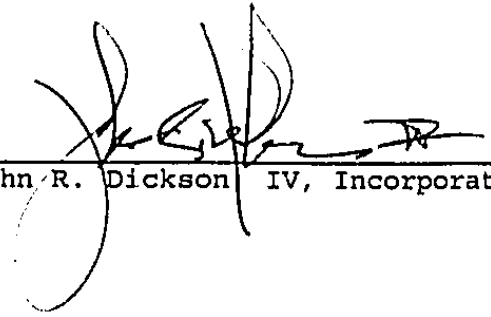


John A. Dickson, IV, Incorporator

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of UNITED CHURCH RESIDENCES OF IMMOKALEE, FLORIDA, INC., hereby appoints CT CORPORATION SYSTEM , a natural person resident in the State of Florida in which the Corporation has its principal office, the statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the Corporation may be served. His complete address is:

1200 South Pine Island Road
Plantation, Florida 33324



John R. Dickson IV, Incorporator

December 16, 1994
Marion, Ohio

ACCEPTANCE OF APPOINTMENT

The undersigned, CT Corporation System, named herein as the statutory agent for United Church Residences of Immokalee, Florida, Inc., hereby accepts appointment as statutory agent for said corporation.

SEE ATTACHED ACCEPTANCE
CT Corporation System Statutory Agent


ACCEPTANCE BY REGISTERED AGENT
FOR
UNITED CHURCH RESIDENCES OF IMMOKALEE, FLORIDA, INC.

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED
IN SECTION 607.0501 (3) F.S.: C T CORPORATION
SYSTEM IS FAMILIAR WITH AND ACCEPTS THE
OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

Dated December 27, 1994

BY


Gil S. Apelis
Assistant Secretary

FILED
DEC 29 10 12 53

A9500000166

**ROTH BACON YOUNG
ATTORNEYS AT LAW**

Harold D. Roth (1917-1979)

Forrest H. Bacon

Jeffrey P. Roth

David F. Bacon

Kenneth L. Young

Jonathan K. Miller, Assoc.



50 Court Street
Upper Sandusky, Ohio 43351
(419) 294-2232
(800) 475-2611
Fax: (419) 294-2488

105 S. Sycamore Avenue
Sycamore, Ohio 44882
(419) 927-4302

605 E. Center Street
Marion, Ohio 43302
(614) 387-7327
Fax: (614) 387-7544

March 26, 1996

Ms. Thelma Lewis
Secretary of State of Florida
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32399

100001762331
-03/29/96--01032--002
*****35.00 *****35.00

Re: Filing Fee/Amendment to Articles of: United Church
Residences of Immokalee, Florida, Inc.

Dear Ms. Lewis,

Pursuant to our telephone conversation on the above date,
please find enclosed for filing the Certificate of Amendment and
attached Amendment to the Articles of Incorporation of United
Church Residences of Immokalee, Florida, Inc.

In addition, please find our check in the amount of \$35.00 for
the applicable filing fee for said Amendment, and a pre-addressed,
postage paid envelope for your convenience in returning the file
certified copy.

Thank you for your assistance in this matter. Should you have
any questions, please feel free to call this office at the 1-800-
475-2611.

Very truly yours,

By: Kenneth L. Young
Kenneth L. Young
Attorney at Law

cc: Ron Beach

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 27 PM 2:14

Mr. Young GAVE
AUTHORIZATION BY PHONE TO
CORRECT make change
DATE MAR 28 1996
DOC. EXAM _____

*in document so
that it could be filed
1/5/96*

MAR 28 1996

RESTATED ARTICLES OF INCORPORATION
OF
UNITED CHURCH RESIDENCES OF IMMOKALEE, FLORIDA, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 MAR 27 PM 2:14

Dorothy Eckert, who is the President, and Ronald Beach, who is the Secretary 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 25th day of March, 1996, at which meeting a quorum of such members were present, and by the affirmative vote of 100% of the members present 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 United Church Residences of Immokalee, Florida, 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 26th day of March, 1996.

By: Dorothy Eckert
Dorothy Eckert
President

By: Ronald P. Beach
Ronald Beach
Secretary/Treasurer

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

Project Number 1 066-EE011-WAH	Project Name 1 Cypress Run
-----------------------------------	-------------------------------

Project Location (street, city, state):

Hope Circle, Immokalee, Florida

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

UNITED CHURCH RESIDENCES OF IMMOKALEE, FLORIDA, 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 United Church Residences of Immokalee, Florida, Inc. referred to as "the Corporation".
- (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, whose post office address is Plantation, Florida

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: 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 operated 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 27 PM 2:14

Article IV

The number of directors (trustees) of the Corporation shall be (*)seven (7) . The ~~number~~ directors (trustees) and the term for which each will serve, are set below.

Name:	Term:
<u>Dorothy Eckert, 170 East Center St., Marion, OH 43302</u>	<u>Until a successor is duly elected</u>
<u>Paul Klewit, 1914 N. Columbus St, Lancaster, OH 43130</u>	<u>Until a successor is duly elected</u>
<u>Brinn Allen, 170 East Center St., Marion, OH 43302</u>	<u>Until a successor is duly elected</u>
<u>Ronald Beach, 170 East Center St., Marion, OH 43302</u>	<u>Until a successor is duly elected</u>
<u>Mary Ann Brown, P.O. Box 26, Horn Lake, MS 38637</u>	<u>Until a successor is duly elected</u>
<u>Robert Hart, 170 South Washington St., Canal Winchester, OH 43110</u>	<u>Until a successor is duly elected</u>
<u>Naida Sutch, 2311 Capesurano Dr., Xenia, OH 45385</u>	<u>Until a successor is duly elected</u>

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 26th day of March, 1996.

Dorothy Eckert Name: _____ Address: 170 East Center Street
Dorothy Eckert, President _____
Marion, Ohio 43302

Ronald Beach _____ Address: 170 East Center Street
Ronald Beach, Secretary/Treasurer _____
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.

ADDENDUM TO THE RESTATED ARTICLES OF INCORPORATION

Article I

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

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 nonprofit 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 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 (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 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 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 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.