

N96000000926

To: Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Date: Feb. 15, 1996

Re: The Hacienda,  
INC.

File No. W-46,042

Your No.

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. Original and one copy of Articles of Incorporation
2. Check for \$122.50 for filing
3. Stamped, self-addressed return envelope

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB 19 1996

700001718827  
-02/20/96--01055--010  
\*\*\*\*122.50 \*\*\*\*122.50

PLEASE TAKE THE FOLLOWING ACTION:

Please file the Articles. Certify the copy and return it to my office as soon as possible.

English translation:

The House, Inc.

2/22/96  
[Signature]

THANK YOU.

STENSTROM, McINTOSH, JULIAN, COLBERT, WHIGHAM & SIMMONS, P.A.  
Attorneys at Law  
Suite 22, Sun Bank  
Post Office Box 4848  
Sanford, Florida 32772-4848  
Telephone: (407) 322-2171  
Orlando Exchange: (407) 834-5119  
FAX: (407) 330-2379

FCW/vsw

FRANK C. WHIGHAM, ESQUIRE

ARTICLES OF INCORPORATION

OF

THE HACIENDA, INC.

(A Corporation Not For Profit)

In compliance with the requirements of Florida Statutes Chapter 617, the undersigned, with other persons, being desirous of forming a corporation authorized to exercise powers permitted non-profit corporations, does agree to the following:

ARTICLE I - NAME

The name of this corporation is THE HACIENDA, INC. with its principal place of business located at c/o Seminole Community Mental Health Center, Inc., 417 Whooping Loop, Ste. 1721, Altamonte Springs, Florida 32701.

ARTICLE II - DURATION

This corporation shall have a perpetual existence, unless dissolved by law or as provided by Chapter 617, Florida Statutes.

ARTICLE III - PURPOSE

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

(A) The purpose of The Hacienda, Inc. and their board is to build, implement, and maintain a 14-bed permanent-type housing facility for people with serious and persistent mental illness. This residence will be a safe, clean, homelike environment, providing support necessary to encourage the highest level of

functioning for these individuals.

(B) 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 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 on a nonprofit basis.

(C) 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 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 IV - STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Part 1 of Chapter 617 of the Florida Statutes.

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located in the County of Seminole, at 828 Tuscarora Trail, Maitland, Florida 32751, and the name of the initial Registered Agent of this corporation located at that address is ANN PURCELL.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this corporation is:

ANN PURCELL

828 Tuscarora Trail  
Maitland, FL 32751

ARTICLE VII - ELECTION AND APPOINTMENT OF DIRECTORS

The manner in which directors are elected or appointed shall be defined and regulated in the By-Laws of the corporation.

ARTICLE VIII - OFFICERS and DIRECTORS

The powers of this corporation shall be exercised, its property controlled and its affairs conducted by a Board of Directors. The number of directors of the corporation shall not be less than three (3) initially nor more than nine (9), with that number being determined in the future as indicated by the By-Laws of the corporation. The officers of the Corporation, as provided by the By-Laws 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 year. The secretary and treasurer may be one and the same person. The annual meeting shall be held on the day and time chosen by directors of each year.

The first Board of Directors who shall serve until the first election, shall consist of those persons whose names and addresses are as follows:

ANN PURCELL	828 Tuscarora Trail Maitland, FL 32751
KATHY MOGHADAS	861 East Semoran Blvd. Casselberry, FL 32707-5744
ALBERT BERK	385 West Lake Faith Drive Maitland, FL 32751
DR. BILL GONZALEZ	628 Holbrook Circle Lake Mary, FL 32746

DR. DOROTHY PURDY

894 Lakeworth Circle  
Heathrow, FL 32746

The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of SEMINOLE COMMUNITY MENTAL HEALTH CENTER, INC. and/or AMIGO (sponsoring organizations), or nonmembers who have the approval of the Board of Directors of said sponsoring organization. In the event a director of the Corporation ceases to be a member of SEMINOLE COMMUNITY MENTAL HEALTH CENTER, INC. and/or AMIGO or if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

ARTICLE IX - POWERS

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 81 of the National Affordable Housing Act.

(B) To borrow money and issue evidence of indebtedness in furtherance of any or all 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 VIII 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 X

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and

upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which are qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, none of the assets shall be distributed to any member, officer or trustee of this corporation. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue laws, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or any other corresponding provisions of any future United States Internal Revenue Law, and in addition, notwithstanding any other provisions of these articles, this corporation is formed exclusively for charitable and educational purposes.

#### ARTICLE XI

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 XII

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 5th day of February, A.D., 1996.

Ann Purcell  
ANN PURCELL

STATE OF FLORIDA     )  
COUNTY OF SEMINOLE )

The foregoing instrument was acknowledged before me by ANN PURCELL, personally known to me, this 5th day of February, A.D., 1996.

Janet E. Montgomery  
Notary Public, State of FL

My Commission Expires:  
(Seal)



JANET E. MONTGOMERY  
My Comm Exp. 8/02/98  
Bonded By Service Ins  
No. CC214595  
Personally Known    1108ert.0

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCRS IN THIS STATE.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

THE HACIENDA, INC.

In pursuance to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That THE HACIENDA INC., desiring to organize under the laws of the State of Florida, with its principal office, as

indicated in the Articles of Incorporation, at c/o Seminole Community Mental Health Center, Inc., 417 Whooping Loop, Ste. 1721, Altamonte Springs, FL 32701, has named ANN PURCELL located at 828 Tuscarora Trail, Maitland, County of Seminole, State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Ann Purcell  
ANN PURCELL

RECEIVED  
STATE OF FLORIDA  
MAY 9 11 51 AM '13

N96000000926

TRANSMITTAL MEMORANDUM

To: Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Date: Sept. 11, 1996  
Re: Hacienda, Inc.  
File No. W-46,042  
Your No. N9600000926

96 SEP 13 PM 4:06  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. Original and one copy of Articles of Amendment to Articles of Incorporation of The Hacienda, Inc.
2. Check for \$37.50 for filing
3. Stamped, self-addressed return envelope

300001946853  
-03/13/96--01034--005  
\*\*\*\*\*37.50 \*\*\*\*\*37.50

PLEASE TAKE THE FOLLOWING ACTION:

Please file the Articles of Amendment. Conform the copy and return it to my office as soon as possible.

THANK YOU.

STENSTROM, McINTOSH, JULIAN, COLBERT, WHIGHAM & SIMMONS, P.A.  
Attorneys at Law  
Suite 22, Sun Bank  
Post Office Box 4848  
Sanford, Florida 32772-4848  
Telephone: (407) 322-2171  
Orlando Exchange: (407) 834-5119  
FAX: (407) 330-2379

VS SEP 19 1996

Amend

  
FRANK C. WHIGHAM, ESQUIRE

FCW/vsw

#2.50 -over pmt.

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
THE HACIENDA, INC.

**FILED**  
96 SEP 13 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

Articles IX, A is hereby amended to read as follows:

(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.

SECOND: The date of adoption of the amendment was 9-6-96

THIRD: Adoption of Amendment (check one)

The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval

There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.

DATED: September 6, 1996

THE HACIENDA, INC.

By: Ann Purcell  
(Chairman, Vice Chairman, President or other officer)

Ann Purcell  
(Typed or printed name)

President  
(Title)