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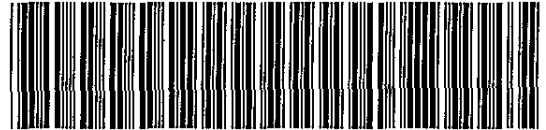
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TALLAHASSEE, FLORIDA

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LAW OFFICES OF
CIANFRONE, POLSTER & De FURIO
A Partnership of Professional Associations

Joseph R. Cianfrone
James R. De Furio
Neil E. Polster
Anne M. Malley

1964 Bayshore Boulevard
Dunedin, Florida 34698

(727) 738-1100
(727) 733-2154
Fax (727) 733-0042

March 18, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Horizon House, Inc. of Clearwater
Amended and Restated Articles of Incorporation**

Dear Sir/Madame:

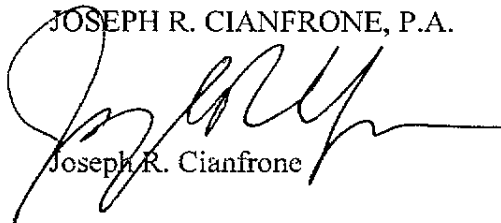
Enclosed please find Amended and Restated Articles of Incorporation of Horizon House, Inc. of Clearwater for filing.

A check in the amount of \$43.75 is enclosed for the filing fees and a certified copy.

If you have any questions, please do not hesitate to call.

Sincerely,

JOSEPH R. CIANFRONE, P.A.



Joseph R. Cianfrone

JRC:dmc
Enclosure

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HORIZON HOUSE, INC. OF CLEARWATER

31 Island Way
Clearwater, FL 33767
Office Phone: (727) 446-2152

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HORIZON HOUSE, INC. OF CLEARWATER**

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TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of the Corporation is Horizon House, Inc. of Clearwater.

ARTICLE II – PURPOSES

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

- (a) To create a corporation to provide housing on a cooperative basis in a Cooperative known as the Horizon House, Inc. of Clearwater.
- (b) To operate, maintain and improve, and to sell, convey, assign, mortgage or lease any real estate and any personal property necessary to the operation of such corporation;
- (c) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien;
- (d) To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of the corporation;
- (e) To make patronage refunds to Shareholders, occupants of dwelling units, or others as provided for in the By-Laws and/or occupancy agreements.
- (f) To promote the health, safety and general welfare of the residents of Horizon House, Inc. of Clearwater;
- (g) To fix, levy, collect and enforce payment, by any lawful means, all charges or assessments, if any, relating to ownership of Horizon House, Inc. of Clearwater,

and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of this Cooperative, including all license fees, taxes, other than real property taxes imposed against the individual dwelling units, and to pay other governmental charges levied or imposed against the real or personal property of this Corporation.

- (h) To adopt, alter, amend, rescind and enforce reasonable Rules and Regulations through the Board of Directors, governing the use of the property owned by the Corporation;
- (i) To use the proceeds of assessments in the exercise of the Corporation's powers and duties;
- (j) To purchase insurance upon the property owned by the Corporation and insurance for the protection of the Corporation; and
- (k) To reconstruct improvements after casualty and further improve the property owned by the Corporation.

ARTICLE III – ADDRESS

The Post Office address of the place at which the principal office of the Corporation in this State will be located is Horizon House, 31 Island Way, Clearwater, Florida 33767. The resident agent of the Corporation on whom process may be served is Joseph R. Cianfrone, P.A whose Post Office address is 1964 Bayshore Boulevard, Dunedin, Florida 34698.

ARTICLE IV – DIRECTORS AND OFFICERS

The Corporation shall have three to nine (3 – 9) Directors, elected by the Shareholders. The Board of Directors shall determine the number of Directors for the upcoming year not less than ninety (90) days prior to the annual meeting. Officers shall be elected as provided for in the By-Laws.

The officers of this corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner, hold office for such terms, have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE V – CAPITAL STOCK

The total amount of the capital stock of the Corporation shall be 93,078 shares, having a par value of \$5.00 per share designated as Common Stock. At every meeting of the Shareholders each common Shareholder present, either in person or by proxy, shall have the right to cast one vote per dwelling unit on each question and never more than one vote.

Appurtenant to stock ownership shall be the right to occupy a specific dwelling unit as evidenced by an executed Occupancy Agreement. The stock may not be separated from the Occupancy Agreement and may be transferred by the conveyance or other transfer of that Occupancy Agreement pursuant to, and as determined by, the By-Laws of the Corporation. The interest of a Shareholder in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Occupancy Agreement and the Stock Certificates. The ownership of common stock by a Shareholder entitles the Shareholder to occupancy of one (1) dwelling unit as evidenced by an executed Occupancy Agreement and the books and records of the corporation. Such Shareholder shall be entitled to one (1) vote for all matters voted upon by the Shareholders of the Corporation. In the event of ownership of stock by multiple Shareholders or a corporation or a limited liability company, the owner, or owners, of such shares shall be entitled to one (1) vote per dwelling unit entitled to be occupied pursuant to an executed Occupancy Agreement.

Section 1. Powers, Duties and Rights of the Shareholders

Except as otherwise provided by law or as set forth in this Certificate of Incorporation, all voting rights shall be vested in the holders of the Common Stock.

Section 2. Dividends

Unless otherwise required by law no dividend shall be paid at any time upon any class of stock issued by the Corporation.

Section 3. Rights on Dissolution

In the event of any voluntary or involuntary liquidation or dissolution of the Corporation, the holders of the Stock shall be entitled to receive for each share held, out of the assets of the Corporation available for distribution to its Shareholders, whether from capital, surplus or earnings, an amount equal to the then determined par value of each share held.

ARTICLE VI – REQUIRED RESERVES

Section 1. Reserve Fund for Replacements

A Reserve Fund for Replacements shall be established and maintained by the Corporation as may be determined by the Board of Directors from time to time as required by law. At the election of the Corporation such Fund may be maintained in the form of cash or may be invested in obligations of, or fully guaranteed as to principal and interest by, the United States of America. The fund shall be maintained in a separate account. Such Fund shall be for the purpose of effecting the replacement of structural elements and mechanical equipment and for such other purposes as may be agreed in advance by a vote of the majority of the voting interests, voting in person or by limited proxy at a duly called meeting of the Cooperative. Disbursements from such fund may be made only after receiving the consent of the Board of Directors.

ARTICLE VII – RULES FOR CONDUCT OF AFFAIRS

The following provisions are hereby adopted for the conduct of affairs of the Corporation and in regulation of the powers of the Corporation, the Directors and Shareholders:

Section 1. Limitations on Alienation, Encumbrances Occupancy, Changing Corporate Structure

The Corporation shall not without prior approval of the holders of the Common Stock, (a) sell, assign, transfer, dispose of or encumber any real or personal property; (b) reconstruct, demolish or subtract from the premises constituting the property; (c) permit the occupancy of any dwelling accommodations of the Corporation except at the charges fixed by the schedule of charges provided for hereinafter; (d) permit occupancy of any of the dwelling accommodations of the Corporation except by a tenant/Shareholder of the Corporation; (e) consolidate or merge the Corporation into or with any other Corporation, go into voluntary liquidation, carry into effect any plan of reorganization of the Corporation, or effect any changes whatsoever in their capital structure, alter or amend this Articles of Incorporation, or amend its By-Laws; (f) fail to establish and maintain the Fund for Replacements as set forth in the Articles of Incorporation; (g) invest any funds of the Corporation in any property, real, personal or mixed, except obligations of, or fully guaranteed as to principal and interest by, the United States of America as provided in this document.

Section 2. Limitations on Carrying Charges

Monthly carrying charges charged to Shareholders shall be made by the Corporation in accordance with a schedule of charges approved in writing by the Board of Directors. Such charges shall be in an amount sufficient to meet the estimate of

cooperative management expense, operating expense and maintenance expense, taxes (excluding real estate taxes), special assessments and ground rents, if any, reserves and all other expenses of the Corporation. The operating budget shall set forth the anticipated income of the Corporation and a sufficiently detailed estimate of expenses which will include separate estimates for administration expense, operating expense, maintenance expense, utilities, hazard insurance, taxes (excluding real estate taxes) and assessments, ground rent, and replacement reserve. The Corporation shall not permit occupancy of their accommodations except in accordance with the By-Laws. Occupancy shall not be permitted by the Corporation except upon the execution of an occupancy agreement. The property of the Corporation shall not be rented as an entirety.

Section 3. Limitation on Payments

No compensation or fee shall be paid by the Corporation except for necessary services and except at such rate as is fair and reasonable in the locality for similar services, nor, shall any compensation be paid by the Corporation to the Officers or Directors. No officer, Director, Shareholder, agent, or employee of the Corporation shall in any manner become indebted to the Corporation, except on account of approved occupancy charges.

Section 4. Maintenance Requirements

The Corporation shall maintain the grounds, buildings and equipment appurtenant thereto, in good repair and in such condition as will preserve the health and safety of its Shareholders.

Section 5. Requirements as to Corporate Property and Records

The Corporation, property, equipment, buildings, plans, office, apparatus, devices, books, contracts, records, documents and papers shall be subject to inspection and examination by the holders of the Common Stock as authorized by Florida State Statute 719.104, as amended from time to time.

Section 6. Uniform Record System Required

The books and accounts of the Corporation shall be kept in accordance with Generally Accepted Accounting Procedures.

Section 7. Limitations Against Discrimination

The Corporation shall not execute or file for record any instrument which imposes a restriction upon the sale, leasing, or occupancy of the property, or any part thereof, on the basis of gender, race, color or creed.

Section 8. Capital Improvements

The Corporation shall undertake capital improvements of the corporate properties as determined from time to time by the Board of Directors with the approval of three-fourths of the Shareholders.

ARTICLE VIII – CONTRACTUAL POWERS

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors or officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation; any Directors individually, or any firm of which any Director may be a Shareholder, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided the fact that he or such firm is so interested, shall be disclosed in the minutes of this Corporation; and any Director of this Corporation who is also a Director or officer of such other corporation or who is also interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, provided, however, such Director may not vote thereat to authorize any such contract or transaction.

ARTICLE IX – INDEMNIFICATION

Except for willful misconduct or acts of bad faith, every Director and every officer of the Corporation shall be indemnified by the Corporation to the fullest extent of the law, and all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer of the Corporation, whether or not he is a Director or officer at the time such expenses are incurred; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all of the rights to which such Director or officer may be entitled.

ARTICLE X

The stock certificates used to replace lost or destroyed certificates shall be issued only upon the authority of the Board of Directors and after satisfactory proof to said Board of Directors that the stock certificate sought to be replaced has been lost or destroyed and such stock certificate issued to replace the ones lost or destroyed shall have plainly marked across the front thereof the word "Duplicate."

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
HORIZON HOUSE, INC. OF CLEARWATER**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation. We hereby certify that the duly elected Board of Directors of Horizon House, Inc. of Clearwater, a Florida corporation, organized pursuant to the laws of the State of Florida, on March 8, 2005, approved and adopted the attached Amended and Restated Articles of Incorporation, for said corporation, and that a vote of the Shareholders was not required for adoption of the attached Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, we have affixed our hands this 8th day of March, 2005, at Clearwater, Pinellas County, Florida.

Witnesses:

Robert A. Lautenschlager By: Thomas M. Frain
Maria J. Filipovich President

Attest:

Robert A. Pickford
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Thomas Frain and Robert Pickford, known to be the President and Secretary, respectively, of Horizon House, Inc. of Clearwater, and they severally acknowledged before me that they freely and voluntarily executed the same as such officers, under authority vested in them by said corporation. They are personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 8th Day of March, 2005.

Donald M. Ferris
Notary Public

Seal

