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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** First Housing Development Corporation of Florida

**DOCUMENT NUMBER:** 571361

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Anne B. Gehlsen

Name of Contact Person

First Housing

Firm/ Company

107 South Willow Avenue

Address

Tampa, Florida 33606-1945

City/ State and Zip Code

agehlsen@firsthousingfl.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Anne Gehlsen

Name of Contact Person

at ( 813 ) 283-1050

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

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Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

First Housing Development Corporation of Florida

(Name of Corporation as currently filed with the Florida Dept. of State)

571361

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*



**E. If amending or adding additional Articles, enter change(s) here:**

*(Attach additional sheets, if necessary). (Be specific)*

Article VI is hereby amended in its entirety to read as follows:

**ARTICLE VI - CAPITAL STOCK**

The capital stock of this corporation shall be 100 shares of capital stock having a par value of ten Thousand Dollars (\$10,000.00) per share.

A new Article XV is hereby added to the Articles to read as follows:

(Please see attached sheet)

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**

*(if not applicable, indicate N/A)*

The date of each amendment(s) adoption: January 15, 2013

Effective date if applicable: January 15, 2013

(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_."  
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated January 16, 2013

Signature



(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Douglas I. McCree

(Typed or printed name of person signing)

President/CEO

(Title of person signing)

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
FIRST HOUSING DEVELOPMENT CORPORATION OF FLORIDA**

Document #571361

Pursuant to Section 420.131, Florida Statutes, and otherwise under applicable Florida law, the Articles of Incorporation of First Housing Development Corporation of Florida (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is First Housing Development Corporation of Florida.

SECOND: Article VI of the Articles of Incorporation is hereby amended in its entirety to read as follows:

**ARTICLE VI - CAPITAL STOCK**

The capital stock of this corporation shall be 100 shares of capital stock having a par value of Ten Thousand Dollars (\$10,000.00) per share.

THIRD: A new Article XV is hereby added to the Articles of Incorporation to read as follows:

**ARTICLE XV - TRANSFER AND OWNERSHIP RESTRICTIONS**

**Section 1. In General.** No issued shares of the Corporation shall be transferred except in accordance with this article. Issuance to and acceptance by a shareholder of shares of stock of the Corporation constitutes an agreement among the shareholder, the other shareholders, and the Corporation that they are bound by this article. This article shall apply to transfers by sale, assignment, pledge, hypothecation, will, inter vivos gift, or any other attempt to transfer or encumber the shares.

**Section 2. Option to Purchase.** If a shareholder or his legal representative wishes to transfer some or all of his, her, or its shares, or if a shareholder fails to satisfy regulatory capital requirements or other regulations applicable to it that could result in applicable regulatory bodies obtaining control over the shareholder or title to the shareholder's ownership interest in the Corporation, then the shareholder (or legal representative) shall give to the President or Secretary of the Corporation written notice thereof. The notice shall state the terms and conditions of the proposed (a) transfer and the name of the person or persons to whom the proposed transfer is to be made or (b) bank regulatory action. When the President or Secretary of the Corporation receives the notice, the Corporation shall have an option for sixty days to purchase any or all of the shares. The Corporation's option shall be exercisable automatically in the event of a threatened or actual

## ARTICLE XV - TRANSFER AND OWNERSHIP RESTRICTIONS

1. **In General.** No issued shares of the Corporation shall be transferred except in accordance with this article. Issuance to and acceptance by a shareholder of shares of stock of the Corporation constitutes an agreement among the shareholder, the other shareholders, and the Corporation that they are bound by this article. This article shall apply to transfers by sale, assignment, pledge, hypothecation, will, inter vivos gift, or any other attempt to transfer or encumber the shares.

2. **Option to Purchase.** If a shareholder or his legal representative wishes to transfer some or all of his, her, or its shares, or if a shareholder fails to satisfy regulatory capital requirements or other regulations applicable to it that could result in applicable regulatory bodies obtaining control over the shareholder or title to the shareholder's ownership interest in the Corporation, then the shareholder (or legal representative) shall give to the President or Secretary of the Corporation written notice thereof. The notice shall state the terms and conditions of the proposed (a) transfer and the name of the person or persons to whom the proposed transfer is to be made or (b) bank regulatory action. When the President or Secretary of the Corporation receives the notice, the Corporation shall have an option for sixty days to purchase any or all of the shares. The Corporation's option shall be exercisable automatically in the event of a threatened or actual transfer by sale or under levy of execution, attachment, pledge, seizure by a trustee in bankruptcy, the laws of testacy or intestacy, or any other transfer by operation of law whether voluntary or involuntary. If any shareholder institutes voluntary proceedings under any bankruptcy law, or if involuntary proceedings are instituted against any shareholder, and an adjudication of bankruptcy or order for relief entered, or if any shareholder makes an assignment for the benefit of creditors, or if the shares of any shareholder are levied upon under a writ of execution or become subject to sale under any legal procedure, the Corporation's option to purchase the shares owned by that shareholder shall arise when the Secretary of the Corporation receives notice of any of the foregoing events, and must be exercised within sixty days of the notification. Upon the expiration of the Corporation's option referred to above, the shareholder may sell to any other purchaser his remaining shares that were subject to those options, upon the terms and at the price offered to the Corporation under Section 3 of this Article XV. The

shareholder's right to sell the shares referred to in the preceding sentence shall terminate thirty days after the expiration of the Corporation's option referred to above.

3. **Purchase Price.** The purchase price of shares to be paid by the Corporation pursuant to this article shall be the purchase price originally paid by the selling shareholder for the shares being sold.

4. **Nonassignability and Lapsing of Rights.** Options and other rights granted under this Article XV may not be assigned and shall lapse immediately upon the occurrence of any of the following events: (a) the death of the optionee; (b) the institution of proceedings under any bankruptcy law as to which an adjudication of bankruptcy or order of relief is entered; (c) an assignment by the optionee for the benefit of creditors; or (d) the levy under a writ of execution of the optionee's shares subject to sale under any legal procedure.

5. **Notice of Exercise of Option.** Any party exercising an option under this Article XV shall give appropriate written notice to the Secretary of the Corporation and to the shareholder owning the shares subject to the option, stating the number of shares that the party desires to purchase under the option.

6. **Notices.** To be effective, a notice provided for in this Article XV must be given in writing and either delivered personally or sent by United States Certified Mail. A notice is effective on the date it is either personally delivered or postmarked.

7. **Restrictive Legend.** Each certificate issued by the Corporation shall bear the following notice: The shares evidenced by this certificate may not be sold, pledged, or otherwise transferred except as provided in Article XV of the Corporation's articles of incorporation. The Corporation will furnish to any shareholder, upon request and without charge, a full statement of the restrictions.

8. **Ownership Restriction.** Notwithstanding anything to the contrary contained herein, no shareholder of the Corporation may own more than one share of the Corporation (the "Maximum Ownership Interest"). If as a result of any merger, business combination, purchase, or any other transaction or transactions any shareholder (individually or in the aggregate, including shares of the Corporation held by the shareholder's parent or subsidiary companies, or affiliates or other

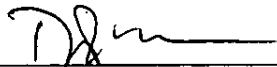
related companies) owns or otherwise holds more than the Maximum Ownership Interest, such shareholder will sell its shares in excess of the Maximum Ownership Interest to the Corporation in accordance with the procedures set forth in this Article XV.

**Section 8. Ownership Restriction.** Notwithstanding anything to the contrary contained herein, no shareholder of the Corporation may own more than one share of the Corporation (the "Maximum Ownership Interest"). If as a result of any merger, business combination, purchase, or any other transaction or transactions any shareholder (individually or in the aggregate, including shares of the Corporation held by the shareholder's parent or subsidiary companies, or affiliates or other related companies) owns or otherwise holds more than the Maximum Ownership Interest, such shareholder will sell its shares in excess of the Maximum Ownership Interest to the Corporation in accordance with the procedures set forth in this Article XV.

FOURTH: The foregoing amendment was adopted by the unanimous affirmative vote of one hundred percent of the votes to which the shareholders are entitled, constituting a sufficient number of votes for the amendment to be approved in accordance with Section 420.131(1), Florida Statutes, and otherwise under applicable Florida law.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of January 28, 2013.

FIRST HOUSING DEVELOPMENT CORPORATION OF FLORIDA



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Douglas I. McCree, President and Chief Executive Officer