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R. WHITE

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THE HOME ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE HOME ASSOCIATION, INC.**

ARTICLE I.

NAME

The name of the corporation shall be: **The Home Association, Inc.** (the "Corporation").

ARTICLE II.

CORPORATE PURPOSES AND PRINCIPAL OFFICE

The Corporation's principal office and mailing address is: Post Office Box 75158, Tampa, Florida 33675-0158. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the making of distributions for such purposes to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). These purposes include the following:

(a) to own, support, maintain and promote facilities for the purposes of providing residential care for the elderly and/or other needed community services under the direction of properly qualified professionals as applicable without regard to the color, race, national origin, creed, sex, age, or physical or mental handicap of the residents;

(b) to preserve, maintain, restore, and conserve the life and vitality of the Corporation's building and grounds including the historical character and architectural significance of the building and grounds occupied by the Corporation to continue to provide needed community services;

(c) to advance educational activities promoting an appreciation of history and stressing the importance of the historical preservation of the building and grounds of the Corporation;

(d) to support and advance charitable, educational, historical, and community activities that benefit the general public in Tampa, Florida, that are sponsored by, supported by, or approved by the Corporation;

(e) to receive and administer funds for the benefit of the Corporation, or its successor, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law;

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(f) to sell, lease, borrow, encumber, convey and dispose of any such property and to invest and reinvest principal and income thereof and to deal with and expend principal and income therefrom for the purposes set forth in this ARTICLE II without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received or such limitations, if any, as may be imposed by law;

(g) to own, use, buy, sell, mortgage or encumber real and personal property as will tend to promote the objects of the Corporation and the doing of all things necessary or incident to the purposes of the Corporation; and

(h) to do such other lawful acts or activities to accomplish the Corporation's charitable and educational purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) and the nonprofit Corporation laws of the State of Florida.

ARTICLE III.

NO MEMBERS

The Corporation shall have no members. The affairs of the Corporation shall be managed under the direction of the Board of Directors.

ARTICLE IV.

BOARD OF DIRECTORS

The number, method of election and removal of Directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE V.

INDEMNIFICATION

The Corporation may indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VI.

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

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ARTICLE VII.**BOARD OF ADVISORS**

The Board of Directors may, but is not required to, appoint a Board of Advisors. If so appointed (1) the Board of Advisors shall have such duties as may be specified from time to time in the Bylaws or by the Board of Directors and (2) shall consist of such number of advisors as may be determined from time to time by the Board of Directors.

ARTICLE VIII.**OFFICERS**

The Corporation shall have such officers as may be specified in the Bylaws or as are required by law. The officers of the Corporation shall be elected at the times and in the manner specified in the Bylaws.

ARTICLE IX.**BYLAWS**

The Board of Directors shall have the power to adopt, amend, alter and rescind the Bylaws of the Corporation.

ARTICLE X.**AMENDMENTS**

These Articles may be amended or repealed only by a majority vote of the Directors present at a regular or special meeting of the Board at which a quorum is present, or by all Directors signing a written statement manifesting their intention that these Articles be amended or repealed, provided, however, in the event of any meeting notice thereof, which shall include the text of the proposed change to these Articles, shall be furnished in writing to each Director, at least five (5) days prior to the meeting at which such Amendment shall be voted upon.

ARTICLE XI.**LIMITATION ON ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any Directors, 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 ARTICLE II 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the

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Internal Revenue Code or the corresponding provision of United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of United States Internal Revenue Law.

ARTICLE XII.

DISSOLUTION

Upon any dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify the organization as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation of The Home Association, Inc. as of the 12 day of December, 2013.

THE HOME ASSOCIATION, INC.

By [Signature]
Its [Signature]

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