

714338



(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

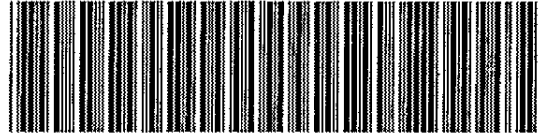
(Business Entity Name)

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FILED
07 AUG 27 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended +
Restated
sf

FF 35
C 17.50

August 24, 2007

VIA UPS Overnight

Florida Department of State
Division of Corporation
Attn: Susan Payne
P. O. Box 6327
Tallahassee, FL 32314

Re: Cooperating Parishes, Inc.
Ref. Number: 7144338

Dear Ms. Payne:

As per your request dated July 20, 2007, a copy of which is attached, I am returning the original Amended and Restated of Articles of Incorporation of Cooperating Parishes, Inc. with the required duly executed Acceptance of Registered Agent Designation attached. Therefore, if the Amended Articles are now in order, I would appreciate your filing same as soon as possible.

In addition, I have also enclosed the 2007 Annual Report for the corporation for filing.

It is my understanding, that you have retained our check in the amount of \$131.25, which amount should cover the fees for the amended articles, annual report and the change of registered agent. However, if you require additional funds, I would appreciate your notifying me via telephone at 407.244.5279, as time is of the essence in this matter.

Thank you for your kind attention and assistance. If you should have any questions or comments on the enclosed, please do not hesitate to contact me.

Sincerely,



Wanda G. Sherrouse,
Secretary for Cooperating Parishes, Inc.
519 East First Street
Sanford, FL 32771

:wgs
Enclosures

4754743_v1



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 20, 2007

Bram Towers
519 East First St.
Sanford, FL 32771

SUBJECT: COOPERATING PARISHES, INC.
Ref. Number: 714338

We have received your document for COOPERATING PARISHES, INC. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 507A00045771

**AMENDED AND RESTATED
OF
ARTICLES OF INCORPORATION
OF
COOPERATING PARISHES, INC.**

FILED
07 AUG 27 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617 the Florida Not for Profit Business Corporation Act (the "Act"), Cooperating Parishes, Inc., a Florida not for profit corporation (the "Corporation"), hereby certifies that:

FIRST: That this Corporation is named Cooperating Parishes, Inc., and that it was originally incorporated in the State of Florida on March 28, 1968 and that these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and Members of the Corporation, as well as by the Secretary of Housing and Urban Development, in the manner and by the vote required by the Act. These Amended and Restated Articles of Incorporation contain amendments that require approval. The amendments were approved by the Directors who are also the representative Members of the Vestries pursuant to a written consent dated March 13, 2006, and the votes cast for the amendment were sufficient for approval.

ARTICLE I

- (a) The: name of the Corporation is COOPERATING PARISHES, INC., (hereinafter 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 519 East First Street, Sanford, Florida 32771, and the name of the Corporation's current registered agent is Amy Charles, Inc., 725 Primera Blvd., Suite 145, Lake Mary, FL 32746. The Corporation may change its registered office or its registered agent or both by filing with the Department of State of the

State of Florida a statement complying with Section 617.0502, Florida Statutes.

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 for lower income elderly and handicapped families and persons on a non-profit below cost basis rental housing and related facilities and services specially designed to meeting the physical, social and psychological needs of the aged or handicapped, and contribute to their health, security, happiness, and usefulness in longer living. Lower income elderly persons and families displaced from urban areas or as a result of governmental action shall be given priority where no adequate housing exists for such groups, pursuant to Section 236 of the National Housing Act, as amended.
- (b) The Corporation is irrevocably dedicated to and operated exclusively for, non-profit 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, convey, 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.

- (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, acting by and through the Federal Housing Commissioner, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the, National Housing Act. 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 insured or held by the Secretary of Housing and Urban Development.
- (d) No part of the net earnings of this Corporation shall be distributed to or inure to the benefit of, any member, director or private individual. In the event of dissolution, winding up, or other liquidation of the assets of this Corporation, its assets shall be distributed to non-profit and charitable corporations or institutions as shall qualify for exemption under Section 501(c)(3) of the IRS Code of 1954 as may be designated by the Directors to be used for purposes similar to those of this Corporation. 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 or his or her nominee.

ARTICLE IV

The Corporation shall have no Members. The number of Directors of the Corporation shall be at least seven (7) and no more than nine (9) in number, and shall serve without compensation.

The Directors in the Corporation shall at all times, be limited to:

1. Individuals who are members in good standing of Holy Cross Episcopal Church, Sanford, Florida, and who have the approval of the Vestry of the Holy Cross Episcopal Church, Sanford, Florida; and
2. Individuals who are members in good standing of All Saints Episcopal Church, Enterprise, Florida, and have the approval of the Vestry of the All Saints Episcopal Church, Enterprise, Florida; and
3. Individuals who have the joint approval of the majority of the Directors or who has been appointed by the Bishop.

The Vestry of the Holy Cross Episcopal Church, Sanford, Florida and the Vestry of All Saints Episcopal Church, Enterprise, Florida shall each appoint three directors as per the Bylaws. The Bishop shall appoint one director and a representative from the community shall be elected by the remaining directors who shall all be members appointed by the vestries as per the Bylaws. In the event that a Director of the Corporation whose qualifications to serve on the Board of Directors was achieved pursuant to 1 above, ceases to be a member in good standing of Holy Cross Episcopal Church, Sanford, Florida, or, if the aforesaid Vestry approval is withdrawn, then, in either event, such shall constitute automatic resignation as a Director of the Corporation. Likewise, in the event that a Director of the Corporation whose qualifications to

serve on the Board were achieved pursuant to 2 above, ceases to be a member in good standing of All Saints Episcopal Church, Enterprise Florida, or, if the aforesaid Vestry approval is withdrawn, then, in either event, such shall constitute automatic resignation as a Director of the Corporation.

In the event the approval for service on the Board of Directors in the Corporation pursuant to 3 above is withdrawn by the respective vestries of the Holy Cross Episcopal Church, Sanford, Florida, and All Saints Episcopal Church, Enterprise, Florida, or the Bishop; then, such withdrawal shall constitute automatic resignation as a Director of the Corporation.

The officers of the Corporation, as provided by the Bylaws 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, and need not be a Director of the Corporation. Other officers must be Directors of the Corporation.

The annual meeting shall be held in October of each year.

ARTICLE V

Bylaws 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 III hereof.

ARTICLE VI

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

EXECUTED by COOPERATING PARISHES, INC., a Florida non-profit corporation, by its undersigned President and Secretary, under its corporate seal this 13th day of July, 2007.

COOPERATING PARISHES, INC.

By [Signature]
David Johnson, its President

ATTEST:

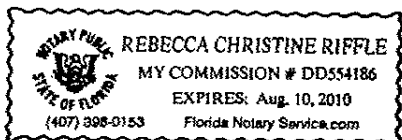
[Signature]
Secretary

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

BEFORE ME, the undersigned authority, personally appeared DAVID JOHNSON and WANDA SHERROUSE, to me well known to be the President and Secretary, respectively, of COOPERATING PARISHES, INC., and acknowledged that they executed the foregoing Amended and Restated Articles of Incorporation as such officers, for and on behalf of the Corporation, after being duly authorized to do so.

WITNESS my hand and official seal at Sanford, State and County aforesaid, this 13th day of July, 2007.

My Commission Expires: Aug. 10, 2010



[Signature]
Notary Public
State of Florida

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

Amy Charles, Inc. located at 725 Primera Blvd., Suite 145, Lake Mary, FL 32746, hereby accepts the appointment of registered agent for Cooperating Parishes, Inc. Amy Charles, Inc. is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

Dated: 8/17/07

Amy Charles, Inc.

By: 

Print Name: Amy Turner

Title: President