



THE UNITED STATES
CORPORATION
COMPANY

714776

FILED
97 FEB 13 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 254811 4718535

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 10, 1997

ORDER TIME : 2:13 PM

ORDER NO. : 254811-005

CUSTOMER NO: 4718535

SEARCHED INDEXED SERIALIZED
02/11/97 01008-000
*****25.00 *****25.00

CUSTOMER: Ms. Carlotta S. Gregory
Porter Wright Morris & Arthur
Suite 400
4501 Tamiami Trail North
Naples, FL 34103

DOMESTIC AMENDMENT FILING

NAME: COLLIER COUNTY MENTAL HEALTH
CLINIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Amended
Resubmitted
02-19-97
W/NAME change

97 FEB 10 PM 2:22
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 11, 1997

CSC - DEBORAH SCHRODER

TALLAHASSEE, FL

SUBJECT: COLLIER COUNTY MENTAL HEALTH CLINIC, INC.
Ref. Number: 714776

RESUBMIT
Please give original
submission date as file date.

We have received your document for COLLIER COUNTY MENTAL HEALTH CLINIC, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

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"); and the registered agent's signature.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please provide an address for each director listed in Article XII.

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 (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 897A00007200

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COLLIER COUNTY MENTAL HEALTH CLINIC, INC.

We the undersigned, being the President and Secretary of Collier County Mental Health Clinic, Inc., a Florida non-profit corporation, hereby certify that the following amendment and restatement of the Articles of Incorporation was duly adopted by the Board of Trustees at a meeting duly held by them on the 19th day of December, 1996. The restated articles do not contain any amendments requiring member approval.

ARTICLE I

The name of this Corporation is now COMMUNITY HOUSING PARTNERSHIP OF COLLIER COUNTY, INC.

ARTICLE II

This Corporation is organized pursuant to the provisions of the General Non-Profit law of the State of Florida and pursuant to meeting all requirements of Chapter 80-250, Laws of Florida, titled "Community Development Corporation Support and Assistance Program."

ARTICLE III

The principal office for the transaction of business of this Corporation shall be 6075 Golden Gate Parkway, Naples, Florida 34116.

The Registered Agent is Vanessa Fitz, located at 6075 Golden Gate Parkway, Naples, Florida 34116 for service of process.

ARTICLE IV

The purpose for which this Corporation is formed is for the economic and social development of underprivileged residents of Collier County, Florida.

(A) The specific and primary purposes are:

- (1) To preserve and maintain housing stock in the Collier County "Target Area".
- (2) To provide education, job opportunities and general economic development to upgrade the "Target Area".
- (3) To eliminate conditions of slum and blight by improving the visual appearance of the "Target Area".
- (4) To stimulate public and private investment in the "Target Area".
- (5) To expand the opportunities to obtain adequate low cost housing for low and moderate income residents as well as those residents with special needs including but not limited to those residents with mental illnesses.
- (6) To expand the opportunities available to said groups and residents to own, manage, and operate business enterprises by furthering the development of locally owned or operated business enterprises in economically underprivileged or depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises by said residents and groups and

FILED
FEB 13 AM 9:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

to assist said residents and groups in obtaining financial support from other sources.

- (7) To participate in the S.B.A. loan program under Section 502.503 and in other applicable programs of the Small Business Administration Act of 1959, as amended.
- (8) To aid, support and assist by gifts, contributions or otherwise, other corporations, community chest, funds and foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

(B) In furtherance, but not in limitation, of the foregoing charitable and educational purposes, the corporation shall have the following powers:

- (1) To solicit, collect, and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest, or devise, and otherwise to account money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services, property, rights or services so acquired for the purposes above mentioned.
- (2) To borrow money and to make accept, endorse, execute bonds, debentures, promissory notes, and for property acquired or for any of the purposes of the Corporation and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement regard to all or any part of the property, rights or privileges of the Corporation.
- (3) To invest and reinvest its funds in such mortgage, bonds, notes, debentures, shares of preferred and common stock and any other securities of any kind whatsoever, and property real, personal or mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable and as may be permitted by law.
- (4) To provide advice, support, credit, funds, capital, gifts and other lawful forms of assistance, financial and otherwise to or for use in business enterprises owned or destined to be owned, by said residents and groups.
- (5) To furnish management, administration and other business advice, support, training and technical assistance to said residents and groups in order to enable them to develop necessary skills to successfully operate business ventures.
- (6) To encourage and voluntarily assist said residents and groups to organize, create, acquire, obtain financing for, own, manage and operate business enterprises.
- (7) To obtain information and conduct research, studies, and analysis of the problems of said community, and prepare and publish reports, as to any and all matters that may be of use in furthering the expansion of business enterprises owned or operated by said residents and groups, including information, research, studies, analyses and reports as to markets, products, service skills, sources of financing and all other matters.

- (8) To conduct educational and other efforts to eliminate prejudice and discrimination in the business and financial communities, to foster the establishment of sound and constructive relationships between the business and financial communities and said residents and groups seeking opportunities in business.
- (9) To aid, support and assist by gifts, contributions, loan, investments and other lawful forms of assistance other persons, or organizations seeking to expand the opportunities for business ownership by said residents and groups in organizing, creating, acquiring, obtaining financing for, owning, managing and operating business enterprises.
- (10) To conduct educational activities designed to provide instructions or training of said residents and groups for purposes of improving or developing their capabilities, language and job skills, and the instructions of the public on subjects useful to said residents and groups and beneficial to the community as a whole.
- (11) To engage in housing production and related activities in order to improve the living conditions of said residents and groups.
- (12) To engage in the activity of operating business ventures for the purpose of providing job training, employment, and managerial development opportunities to said residents and groups for the charitable purpose of furthering the economic development of the community.
- (13) To engage in any and all other activities which will directly or indirectly improve the welfare and economic conditions of said residents and groups.
- (14) To exercise all their rights and powers conferred upon corporations formed under the General Non-Profit Corporation Law of the State Florida, provided, however, that the Corporation shall not engage in any activities or exercises and powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable, and educational purposes of the Corporation.

ARTICLE V

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, any political campaigning on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal and State income taxes under Section 501(C)(3) of the Internal Revenue Code of 1954 and appropriate section of applicable state law as the same may be amended from time to time.

ARTICLE VI

The Corporation shall have seven (7) Directors. The Board of Directors shall be composed of one (1) person from each of the following categories or positions: (i) the Executive Director of David Lawrence Mental Health Center, Inc.; (ii) the Affordable Housing Property Manager of David Lawrence Mental Health Center, Inc.; (iii) the Housing Manager of the County Housing & Urban Improvement for Collier County, Florida; (iv) a member of the Board of Directors of David Lawrence Mental Health Center; (v) a local minister/clergyman; (vi)

minority user of affordable housing, or representative thereof; and (vii) any other resident of Collier County, Florida, not affiliated with local government, or agencies or advisory boards thereof. The number of Directors may increase or decrease from time to time by By-Laws adopted by the Board of Directors, but shall never be less than three (3).

ARTICLE VII

This Corporation shall exist perpetually.

ARTICLE VII

The qualifications for membership shall be open to residents and business owners 18 years and over of the Collier County "Target Area".

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the Board of Directors. The Directors shall be those persons designated in the Articles of Incorporation of this Corporation, and the successor to each class of Directors whose terms expire each year shall be appointed by the Board of Directors of the Corporation at the Annual Meeting of the Corporation.

ARTICLE X

The By-Laws of the Corporation shall be made by the Board of Directors of the Corporation and amendments to those By-Laws may be made at any meeting of the Board of Directors by a two-thirds (2/3) vote of all Directors.

ARTICLE XI

Under no condition whatsoever shall any part of the net earnings of the Corporation inure to the benefit of any board member, member, founder, contributor or individual.

ARTICLE XII

The names and addresses of the persons who are appointed to act in the capacity of Director until the election of their successors at the Annual Meeting are:

David C. Schimmel
Executive Director
David Lawrence Mental Health Center, Inc.
6075 Golden Gate Parkway
Naples, Florida 34116

Vanessa Fitz
Affordable Housing Property Manager
David Lawrence Mental Health Center, Inc.
6075 Golden Gate Parkway
Naples, Florida 34116

Barbara June Goodwin
Housing Manager
County Housing & Urban Improvement
2706 Horseshoe Drive South
Naples, Florida 34104

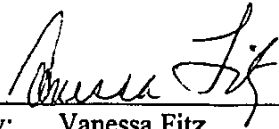
Shaun Kelly
member - Board of Directors
David Lawrence Mental Health Center, Inc.
801 Anchor Rode Drive
Naples, Florida 34103

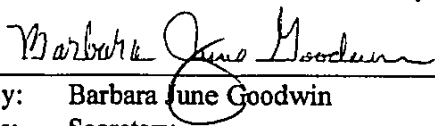
James E. Kirk
Minister
Moorings Presbyterian Church
791 Harbour Drive
Naples, Florida 34103

Elizabeth Perez
Immokalee minority representative
201 North First Street
Immokalee, Florida 33934

Joan Huff
member at large
782 93rd Avenue North
Naples, Florida 34108

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment
this 13 day of February, 1997.

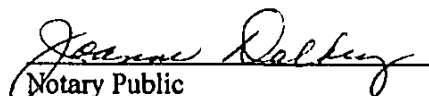

By: Vanessa Fitz
Its: President

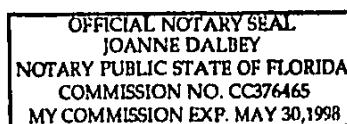

By: Barbara June Goodwin
Its: Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Vanessa Fitz, as President of Collier County Mental Health Clinic, Inc., who are personally known to me, and known by me to be the persons who executed the foregoing Amended and Restated Articles of Incorporation, and they acknowledged before me that they executed those Amended and Restated Articles of Incorporation.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13 day of February, 1997.

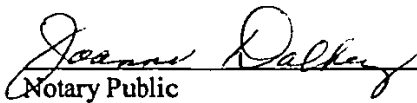

Notary Public

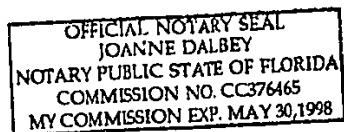


STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Barbara June Goodwin, as Secretary of Collier County Mental Health Clinic, Inc., who are personally known to me, and known by me to be the persons who executed the foregoing Amended and Restated Articles of Incorporation, and they acknowledged before me that they executed those Amended and Restated Articles of Incorporation.

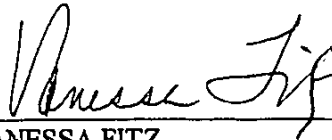
I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23 day of February, 1997.


Notary Public



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for COLLIER COUNTY MENTAL HEALTH CLINIC, INC., now known as COMMUNITY HOUSING PARTNERSHIP OF COLLIER COUNTY, INC., a Florida corporation, at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment to act in this capacity and I am familiar with and agree to comply with the laws of the State of Florida in keeping open said office.

A handwritten signature in cursive script, appearing to read "Vanessa Fitz", written over a horizontal line.

VANESSA FITZ
6075 Golden Gate Parkway
Naples, Florida 34116