

JAN. 28. 2016 2:18PM
Division of Corporations

724907

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Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
CATHEDRAL TERRACE, INC.

| | |
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JAN 29 2016

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JAN. 28. 2016 2:18PM

NO. 3881 P. 2016
(((H160000235233)))

FILED STATE
SECRETARY OF CORPORATIONS
JAN 28 2016 9:00

Articles of Amendment
to
Articles of Incorporation
of

CATHEDRAL TERRACE, INC.

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

724907

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For 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" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

**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:

(City) Florida (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

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

| | | |
|--|----|-------------|
| <input checked="" type="checkbox"/> Change | PT | John Doe |
| <input checked="" type="checkbox"/> Remove | V | Mike Jones |
| <input checked="" type="checkbox"/> Add | SV | Sally Smith |

| Type of Action (Check One) | Title | Name | Address |
|--|----------|----------------------|------------------------|
| 1) <input type="checkbox"/> Change | Director | Catherine Richardson | 4250 Lakeside Drive |
| <input type="checkbox"/> Add | | | Suite 300 |
| <input checked="" type="checkbox"/> Remove | | | Jacksonville, FL 32210 |
| 2) <input type="checkbox"/> Change | Director | Allahyar Nejad | 4250 Lakeside Drive |
| <input checked="" type="checkbox"/> Add | | | Suite 300 |
| <input type="checkbox"/> Remove | | | Jacksonville, FL 32210 |
| 3) <input type="checkbox"/> Change | | | |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |
| 4) <input type="checkbox"/> Change | | | |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |
| 5) <input type="checkbox"/> Change | | | |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |
| 6) <input type="checkbox"/> Change | | | |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |

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E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

[illegible]

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 1-26-2016 _____

Signature Michael G. Ware
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Michael G. Ware

(Typed or printed name of person signing)

Chief Financial Officer

(Title of person signing)

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ARTICLES OF AMENDMENT TO
SECOND AMENDED ARTICLES OF INCORPORATION
OF
CATHEDRAL TERRACE, INC.

The undersigned, as an officer of CATHEDRAL TERRACE, INC., a Florida not for profit corporation (the "Corporation"), desiring to amend the Articles of Organization of the Corporation pursuant to the terms of Sections 617.1001 and 617.1002, Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act (the "Act"), states as follows:

1. The current name of the Corporation is CATHEDRAL TERRACE, INC.
2. The date of the filing of the original Articles of Incorporation of the Corporation with the Florida Department of State was November 29, 1972, which were later amended by the filing of an Amendment to the Articles of Incorporation on October 8, 1980.
3. Article II of the Articles of Incorporation of the Corporation is hereby amended to include the following as paragraph (d):

(d) Notwithstanding anything to the contrary in these Articles or in the Corporation's by-laws, the Corporation is prohibited from incurring indebtedness of any kind except (a) unsecured trade payables or liabilities incurred in the ordinary course of business related to serving as the general partner or a partner of Cathedral Terrace 2, Ltd. (the "Property Owner"), (b) indebtedness approved in accordance with the documents evidencing and securing repayment of the Bonds (defined below), and/or (c) entering into and guaranteeing obligations in connection with the Financing of the Project Facilities. As used herein, "Project Facilities" has the same meaning as set forth in the Indenture of Trust between the Jacksonville Housing Finance Authority and the Bank of New York Mellon Trust Company, N.A., as trustee, as may be amended, with respect to the \$12,500,000 Jacksonville Housing Finance Authority Multifamily Housing Revenue Bonds (Cathedral Terrace Apartments), Series 2015 (the "Bonds"). As used herein, "Financing" refers to the mortgage loan financed with the proceeds of the Bonds, all subordinate mortgage loans described in the above-referenced Indenture of Trust, the capital contributions of the Property Owner's limited partner(s), and such other sources of financing permitted by the foregoing. This paragraph (d) shall take effect upon the transfer of the Project Facilities to the Property Owner, and shall remain in effect as long as any of the Bonds are outstanding; upon repayment of the mortgage loan made with the proceeds of the Bonds, this paragraph (d) shall terminate and no longer apply.
4. Except as modified by these Articles of Amendment, the Articles of Incorporation of Cathedral Terrace, Inc. shall remain the same and in full force and effect.
5. There are no members of the Corporation entitled to vote on this amendment. These Articles of Amendment to the Articles of Incorporation of Cathedral Terrace, Inc. were approved by of the Board of Directors of the Corporation.

The undersigned has executed this Amendment this 7th day of JANUARY, 2016.

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CATHEDRAL TERRACE, INC., a Florida not for
profit corporation

By:


Teresa K. Barton

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