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Division of Corporations

GRAY ROBINSON

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732689

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Amend

T. Roberts

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WINTER HAVEN BAPTIST MANOR, INC.

732689

(Document Number of Corporation)

Pursuant to the provisions of section 617.1002, Florida Not For Profit Corporation Act, this Florida not-for-profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article XII styled "Special HUD Provisions" is hereby added to the Articles of Incorporation to read as follows:

Section 1. So long as the Secretary (the "Secretary") of The Department of Housing and Urban Development ("HUD") or the Secretary's successors or assigns is the insurer or holder of a note secured by a Mortgage on Water Haven Manor, currently HUD Project No. 067-H1111 in Winter Haven, Polk County, Florida (the "Project"), no amendment to these Articles of Incorporation or to the Bylaws of the Corporation that results in any of the following will have any force or effect without the prior written consent of HUD:

- (a) Any amendment that modifies the term of Winter Haven Baptist Manor, Inc. (the "Corporation");
- (b) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional owner, director or officer;
- (c) Any amendment that in any way affects any note, mortgage, security agreement or other document relating to the Project or any Regulatory Agreement between HUD and the Corporation (the "Regulatory Agreement") (the "HUD Loan Documents");
- (d) Any amendment that would authorize anyone other than the a duly authorized officer to bind the Corporation for all matters concerning the Project which require HUD's consent or approval;
- (e) Any change in a guarantor of any obligation to the Secretary.

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- Section 2. The Corporation is authorized to execute the HUD Loan Documents and other documents required by the First Housing Development Corporation of Florida (the "Lender") and/or the Secretary in connection with any HUD-insured loan and to comply with the requirements of the applicable HUD-insured loan program.
- Section 3. Any incoming owner of the Corporation must as a condition of receiving an interest in the Corporation agree to be bound by the HUD Loan Documents, the Regulatory Agreement related thereto and any other documents required in connection with the HUD-insured loan to the same extent and on the same terms as the other owners.
- Section 4. Notwithstanding any other provisions of these Articles, upon any dissolution, no title or right to possession and control of the Project, and no right to collect the rents from the Project, shall pass to any person who is not bound by any Regulatory Agreement in a manner satisfactory to the Secretary.
- Section 5. Notwithstanding any other provisions of these Articles, in the event that any provision of these Articles or the By-laws of the Corporation conflicts with any terms of the HUD Loan Documents or any Regulatory Agreement, the provisions of the HUD Loan Documents or the Regulatory Agreement (as applicable) shall control.
- Section 6. Notwithstanding any other provisions of these Articles, so long as the Secretary or the Secretary's successors or assigns is the insurer or holder of a note on the Project, the Corporation may not voluntarily be dissolved or converted without the prior written approval of the Secretary.
- Section 7. No provision required by HUD to be inserted into the organizational documents may be amended without prior HUD approval, for so long as FHA is the insurer or the holder of a Note relating to the Project.
- Section 8. The Corporation is further authorized to execute a Use Agreement with the Secretary of Housing and Urban Development.
- Section 9. Notwithstanding any other provision of these Articles, the officers and directors, and any assignee of any officer or director, shall be personally liable in their individual capacity to HUD for: (i) Funds or property of the Project coming into such person's or entity's possession which by the terms of any Regulatory Agreement such person or entity is not entitled to retain, (ii) Its own acts and deeds or the acts and deeds of others which it has authorized in violation of any Regulatory Agreement; (iii) The acts and deeds of affiliates, as defined in the Regulatory Agreement, which the person or entity has authorized in violation of the provisions of the Regulatory Agreement; and (iv) As otherwise provided by law.

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Section 10. The Corporation has designated Richard W. Morton as its official representative for all matters concerning the Project that require HUD consent or approval (the "HUD Representative") and the signature of the HUD Representative shall bind the Corporation in all such matters. If the Corporation shall appoint a new HUD Representative, within three business days of such appointment, HUD shall be provided with written notification of the name, address and telephone number of the new HUD Representative. When a person other than the HUD Representative has full or partial authority of management of the Property, the Corporation will promptly provide HUD with the name of that person and the nature of that person's management authority.

Section 11. Notwithstanding any other provisions of these Articles, the Corporation shall not:

- (a) engage in any other business or activity, including the operation of any other rental project, other than owning and operating the Project, or incur any liability or obligation not in connection with the Project;
- (b) acquire or own material assets other than the Project and incidental personal property;
- (c) maintain assets in a way difficult to segregate and identify; or
- (d) fail to hold itself out to the public as a separate legal entity from another or fail to conduct business solely in its name.

SECOND: This amendment was adopted and approved by the majority vote of the Members on November 19, 2006.

FOURTH: In all other respects the Articles of Incorporation shall remain unchanged.

Signed this 14th day of November, 2006.


Richard W. Morton, President

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