

739837



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 319236 3487A
AUTHORIZATION : Patricia Pizzuti
COST LIMIT : \$ 43.75

FILED
99 JUL 26 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 26, 1999

ORDER TIME : 3:57 PM

ORDER NO. : 319236-005

CUSTOMER NO: 3487A

100002942161--6

CUSTOMER: Ms. Laurie Wright
Icard Merrill Cullis Timm
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC AMENDMENT FILING

NAME: THE ELDERLY HOUSING
CORPORATION OF SARASOTA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

G. COULLETTE JUL 26 1999

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

1. The name of the corporation is The Elderly Housing Corporation of Sarasota, Inc.
2. The corporation is amending Article V of its Articles of Incorporation. The existing text of Article V is deleted and in its place the following shall constitute the text of Article

The corporation is organized on a non-stock basis only. There shall be no different classes of membership. Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. The members of this corporation from time to time existing shall be the same individuals as those constituting the Housing Authority of the City of Sarasota, Florida ("SHA"). Members of SHA from time to time existing shall automatically be members of this corporation. Anyone ceasing to be a member of SHA, whether for expiration of term, resignation, removal, death, or otherwise, will automatically cease being a member of this corporation. When the departing member of SHA is replaced by a new member, that new member shall automatically become a member of this corporation. The terms of membership in this corporation shall be staggered only to the extent that the terms of SHA members are also staggered.

3. The corporation is amending Article VI of its Articles of Incorporation. The existing text of Article VI is deleted and in its place the following shall constitute the text of Article VI:

The corporation shall have no Board of Directors. All power of the corporation shall be vested in the members. Each member shall have one vote in the election of officers and in the conduct of all business of the corporation. There shall be no individual liabilities against the members for corporate debts.

4. The corporation is amending Article VII of its Articles of Incorporation by replacing "Board of Directors" with "Members" in each instance.

5. The corporation is amending Article X of its Articles of Incorporation. The existing text of Article X is deleted and in its place the following shall constitute the text of Article X:

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the members; however, any such action shall be subject to the approval of The Housing Authority of the City of Sarasota.

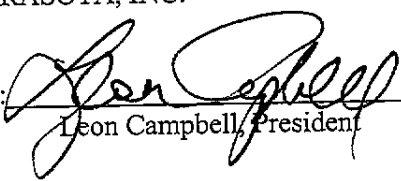
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6. The amendment was adopted both by the members and directors of the corporation on February 24, 1999. The number of member and director votes cast for the amendment was sufficient for approval.

Dated: 7/21/99

THE ELDERLY HOUSING CORPORATION OF
SARASOTA, INC.

By:


Leon Campbell, President