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NORTH DADE SENIOR CITIZENS HOUSING DEVELOPMENT
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November 18, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

NORTH DADE SENIOR CITIZENS HOUSING DEVELOPMENT CORPORAT
1580 SAWGRASS CORPORATE PKWY
SUITE 210
FORT LAUDERDALE, FL 33323-2669US

SUBJECT: NORTH DADE SENIOR CITIZENS HOUSING DEVELOPMENT CORPORATION, INC.
REF: 740789

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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Darlene Connell
Regulatory Specialist II

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
NORTH DADE SENIOR CITIZENS HOUSING
DEVELOPMENT CORPORATION, INC.**

The Articles of Incorporation, as amended, of NORTH DADE SENIOR CITIZENS HOUSING DEVELOPMENT CORPORATION, INC., a Florida not-for-profit corporation (the "Corporation"), are hereby amended pursuant to the provisions of Section 617.1006 of the Florida Business Corporation Act, and such amendment is set forth as follows:

FIRST: The Articles of Incorporation of the Corporation, as amended, are hereby further amended by adding Article EIGHTEENTH to read as follows:

"ARTICLE EIGHTEENTH
PROVISIONS REGARDING FHA FINANCING

The Corporation intends to obtain a mortgage loan (the "Mortgage Loan") to be insured by the Secretary of Housing and Urban Development (the "Secretary") under Section 223(f) of the National Housing Act, as amended, with respect to a multifamily rental housing project known as "Robert Sharp Towers I" located in Miami Gardens, Florida, Miami Dade County, and identified among the records of HUD as FHA Project No. 066-11098 (the "Project"). The Corporation is authorized to execute a Regulatory Agreement with the Secretary, a non-recourse promissory note (the "Note"), a mortgage, deed of trust, security deed or equivalent instrument (the "Mortgage"), a security agreement, financing statements, contracts, assurances, agreements, certifications and other documents and to take such other actions as may be necessary, desirable or appropriate to secure closing and funding of the Mortgage Loan and mortgage insurance of the same by the Secretary. The Project shall be the sole asset and business purpose of the Corporation.

- (a) If any of the provisions of the organizational documents conflict with the terms of the note; mortgage, deed of trust or security deed; security agreement or HUD Regulatory Agreement ("HUD Loan Documents"), the provisions of the HUD Loan Documents will control.
- (b) No provision required by HUD to be inserted into the organizational documents may be amended without prior HUD approval, so long as HUD is the insurer or holder of the note.
- (c) No provision in the organizational documents that results in any of the following will have any force or effect without the prior written consent of HUD:
 - (1) Any amendment that modifies the term of the mortgagor entity;
 - (2) Any amendment that activates the requirement that a HUD previous

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participation certification be obtained from any additional member, shareholder, partner, officer or director;

- (3) Any amendment that in any way affects the note, mortgage, deed of trust or security deed, and security agreement on the Project or the Regulatory Agreement between HUD and the mortgagor entity;
- (4) Any amendment that would authorize any member, partner or officer other than the manager/general partner/officers named herein or pre-approved successor manager/general partner/officers named herein to bind the mortgagor entity for all matters concerning the project which require HUD's consent or approval;
- (5) A change in the manager/general partner or pre-approved successor manager/general partner/authorized representative of the mortgagor entity; or
- (6) Any change in a guarantor of any obligation to the Secretary.

(d) The mortgagor entity is authorized to execute a note, mortgage, deed of trust or security deed and security agreement in order to secure a loan, to be insured by the Secretary and to execute the Regulatory Agreement and other documents required by the Secretary in connection with the HUD-insured loan.

(e) Any incoming member/partner/owner must as a condition of receiving an interest in the Corporation agree to be bound by the note, mortgage, deed of trust or security deed, security agreement, the Regulatory Agreement and any other documents required in connection with the HUD-insured loan to the same extent and on the same terms as the other members.

(f) Notwithstanding any other provisions, 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 the Regulatory Agreement in a manner satisfactory to the Secretary.

(g) The members, partners, officers and directors and any assignee of a member/partner are liable in their individual capacity to HUD for: (1) Funds or property of the Project coming into its possession, which by the provisions of the Regulatory Agreement, the person or entity is not entitled to retain; (2) Its own acts and deeds, or acts and deeds of others which it has authorized, in violation of the provisions of the Regulatory Agreement; (3) 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 (4) As otherwise provided by law.

(h) The Corporation shall not voluntarily be dissolved or converted to another form of entity without the prior written approval of HUD.

(i) The Corporation has designated Steve Protulis as its official representative for all matters concerning the project which require HUD consent or approval. The signature of this person will bind the company in all such matters. The corporation may from time to time appoint a new representative to perform this function, but within 3 business days of doing so, will

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provide HUD with written notification of the name, address, and telephone number of its new representative. When a person other than the person identified above has full or partial authority of management of the project, the company will promptly provide HUD with the name of that person and the nature of the that person's management authority.

There are no members or members entitled to vote on the amendment(s). The amendment was adopted by the board of directors. The amendment was adopted on November 16, 2009.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of this 16 day of November, 2009.

By: Morton Bahr
Morton Bahr, President

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