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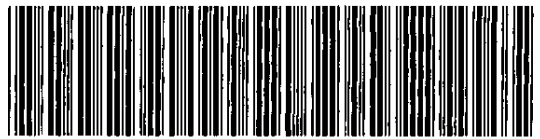
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AMENDED RETURN
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SHELLY MAY JOHNSON, PA

ATTORNEY AT LAW

8726 Old C.R. 54, Suite D, New Port Richey, Florida 34653

Telephone: (727) 376-7300 Fax: (727) 376-7337

SENT VIA CERTIFIED MAIL

October 9, 2009

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: PASCO COUNTY, FLORIDA, FEDERALLY ASSISTED HOUSING, INC. AMENDMENT TO ARTICLES OF INCORPORATION

To Whom It May Concern:

Enclosed please find original Amended Articles of Incorporation and a copy of the executed Resolution that adopted the Amended Articles for the Pasco County, Florida, Federally Assisted Housing, Inc. Also enclosed is a check in the amount of \$43.75 for the filing fee and a certified copy as well as a copy of the articles for certifying.

If you have any questions, you can reach me by telephone at (727) 376-7300 or via e-mail at sunny@smjlaw.net.

Sincerely,



SUNNY L. MOODY
Paralegal

Enclosures

Copy to: Pasco County Housing Authority

RECEIVED
2009 OCT 14 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED 09 OCT 19 PM 5: 07

**ARTICLES OF INCORPORATION
OF
PASCO COUNTY, FLORIDA, FEDERALLY ASSISTED HOUSING, INC.**

The undersigned do hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes (1975).

ARTICLE I

The name of this corporation shall be Pasco County, Florida, Federally Assisted Housing, Inc. The principal office of the corporation shall be 14517 7th Street, Dade City, Florida 33525.

ARTICLE II

The purpose for which the corporation is formed and the business and objectives to be carried on and promoted by it are as follows:

A. To promote, advance and engage in or assist in the development and/or operation of housing projects and related facilities for persons of low income in the area of operation of the Pasco County Housing Authority, Pasco County, Florida (hereinafter called "Authority"), by financing, in compliance with the requirements of the Section 8 New Construction or Substantial Rehabilitation Program under the United States Housing Act of 1937, as amended (hereinafter collectively called "Act"), and the United States Department of Housing and Urban Development (hereinafter called "HUD") regulations pertaining thereto, the acquisition and construction within the area of operation of the Authority of decent, safe, and sanitary housing for occupancy by persons of low income; all as approved by and for the use of the Authority.

B. To acquire by gift, lease or purchase, and, with the consent of the Authority, to sell, convey, assign, mortgage or otherwise encumber any of the corporation's property, real, or personal, necessary or incidental to the provision of such housing projects for persons of low income.

C. To promote the common good and general welfare of Pasco County, Florida (hereinafter called "County") and its inhabitants.

D. To borrow money and make and issue negotiable and non-negotiable notes, bonds, certificates, debentures and other evidences of indebtedness or obligations which shall be authorized by resolution of the Board of Trustees of the corporation and which may bear such date or dates, mature at such time or times, bear interest at such rate or rates not exceeding the legal rate, be in such denomination and form, and be entitled to such priority and lien on the real and personal property of the corporation and the revenues, rates, fees, rentals or other charges or receipts of the corporation as such resolution or any resolution subsequent thereto may provide. The obligations shall be executed either by the manual or facsimile signatures of such officers of the corporation as the Board of Trustees shall determine, provided that each such obligation shall bear at least one signature which is manually executed thereon, and any coupons attached thereto shall bear the facsimile signature or signatures of such officer or officers as shall be designated by such resolution. Such obligations may be sold at either public or private sale at such price and under such conditions as the Board of trustees of the corporation may determine, provided that the net interest cost shall not exceed the legal rate per annum. The corporation shall comply with the

applicable provision of the Act and any HUD regulations promulgated thereunder, before issuing any such obligations.

E. To apply for, obtain and contract with any federal agency for a direct loan or loans or other financial aid in the form of mortgage insurance, rent supplement or otherwise for the provision of housing facilities of all kinds of related facilities and services in the County for persons of low income.

F. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation. Nothing herein, however, shall be construed as to allow the corporation to participate in transactions or activities which would disqualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954, as amended (hereinafter called "IRC").

G. To conduct its business and affairs so as to vest in the Authority, its lawful successor or successors, or failing such succession, in the County all right, title and interest of the corporation in or to all of its properties and assets in order that the Authority, its lawful successor, or failing such succession, the County, may acquire such properties and assets.

H. To conduct its activities on a non-profit basis within the meaning of Section 501(c) of the IRC or the corresponding provision of any future United States Internal Revenue law.

I. To have all the rights, privileges, powers and immunities available to corporations not for profit under the laws of the State of Florida and, anything herein to

the contrary notwithstanding, the enumeration herein of the specific objects and purposes of the corporation shall not limit the powers of the corporation to accomplish any approved charitable, scientific or educational purpose within the meaning of Section 501(c) of the IRC and any regulations promulgated thereunder. All of the assets and earnings of the corporation shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Sections 501(c)(3) or 501(c)(4) of the IRC or the corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the IRC or any other corresponding provision of any future United States Revenue Law.

ARTICLE III

The members of the corporation shall be the subscribers to these Amended and Restated Articles, and/or such other persons who express their desire to carry out and support the purpose and objectives of the corporation and may be approved for membership by the Board of Trustees.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The names and residences of the original subscribers of the Articles of Incorporation were:

Lyle E. Thornton, 6537-4 Cape Hatteras Way, St. Pete, FL 33702

Lewis Abraham, 104 Amelia Avenue, Dade City, FL 33525

Ernest Oberdorf, 1516 Burns Point Circle, New Port Richey, FL 33552

The Board of Trustees shall select a president, vice-president, and a secretary-treasurer in accordance with the procedure set forth in the By-Laws.

ARTICLE VI

The affairs and business of the corporation shall be managed by a Board of Trustees consisting of ~~not less than three persons, the exact number of which shall be fixed by the members and set forth in the By Laws.~~ The Board of Trustees shall be elected by the members. In the event of a vacancy on the Board by reason of death, resignation or otherwise, the remaining members of the Board of Trustees shall fill such vacancy until the next regular or special meeting of the membership. The above named subscribers shall serve as the first Board of Trustees. the duly appointed members of the Pasco County Housing Authority

ARTICLE VII

Subject to the approval of the Authority and HUD, the By-Laws of the corporation shall be made, altered, amended, or rescinded by a majority vote of the Board of Trustees at a meeting duly called in accordance with the By-Laws.

ARTICLE VIII

Subject to the approval of the Authority and HUD, amendments to the Articles of Incorporation shall be proposed and adopted by a majority of the Board of Trustees at a meeting duly called in accordance with the By-Laws.

ARTICLE IX

The corporation shall issue no capital stock, pay or divide no dividends, distribute no part of the income to its members, directors or officers; and the private property of the subscribers, members, trustees and officers shall not be liable for the debts of the corporation, but the entire corporate property shall be liable to the claims of creditors of the corporation.

ARTICLE X

The affairs and business of the corporation shall at all times be in compliance with the Act and applicable HUD regulations.

ARTICLE XI

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2), or Section 501 (c) (4), of the IRC or corresponding sections of any prior or future United States Internal Revenue Law, or the federal, state or local government of exclusively public purposes. Therefore, since the Authority qualifies as such recipient, title to such residual assets of the corporation will vest in the Authority after dissolution of the corporation.

ARTICLE XII

The corporation hereby designates Karen Turner, 14517 7th Street, Dade City, Florida 33525, as its resident agent for service of process.

IN WITNESS WHEREOF, the undersigned, representing a majority of the Board of Trustees, do hereby make, subscribe and acknowledge these Amended and Restated Articles of Incorporation this 2nd day of October, 2009.

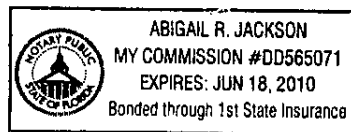
Karen Turner
KAREN TURNER, Executive Director

Regina Mirabella
REGINA MIRABELLA, Chairperson

STATE OF FLORIDA
COUNTY OF PASCO

Personally appeared before me, a notary public in and for Pasco County, Florida, Karen Turner and Regina Mirabella, who are personally known to me to be the same persons who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

In testimony whereof, I have hereunto subscribed my name and affixed my official seal, this 2nd day of October, 2009.



Abigail R. Jackson
Notary Public

Abigail R. Jackson
Printed Name
My Commission Expires:

RESOLUTION NO.

2006-12

RESOLUTION BY THE BOARD OF COMMISSIONERS
OF THE PASCO COUNTY HOUSING AUTHORITY APPROVING THE
AMENDMENT AND RESTATEMENT OF ITS ARTICLES OF INCORPORATION AND
BYLAWS

WHEREAS, the Pasco County Housing Authority is required by Florida Statute to file Articles of Incorporation; and

WHEREAS, in accordance with applicable regulations, the Housing Authority adopted Articles of Incorporation and Bylaws; and

WHEREAS, the Pasco County Housing Authority has prepared Restatements and Amendments to its Articles of Incorporation and Bylaws; and

WHEREAS the Authority has advertised the procedures and conducted the required public hearing.

NOW THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Pasco County Housing Authority in a public hearing session duly assembled that the Restatements and Amendments of its Articles of Incorporation and Bylaws, attached hereto as Exhibit "A," are hereby approved and formally adopted as the Restated and Amended Articles of Incorporation and Bylaws for the Pasco County Housing Authority..

DONE AND RESOLVED this 12th day of July, 2006.

BOARD OF COMMISSIONERS
PASCO COUNTY HOUSING AUTHORITY

By: 

ATTEST:

By:


Karen Turner, Executive Director