

742159

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CHRISTIAN CITY OF FLORIDA, INC.

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Amend

**PORTER
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ARTHUR LLP**
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PLEASE DELIVER TO:

NAME	FIRM	FACSIMILE #:	CONFIRMATION #:
1. Division of Corporations	Florida Dept. of State	850-205-0380	
RE: Christian City of Florida, Inc.			
Fax Audit No. H070000848783			

Comments:

Please file the attached regarding the above-referenced corporation:

1. Articles of Amendment to Articles of Incorporation.

We have requested a certified copy of same.

Thank you.

From: W. Jeffrey Cecil, Esq. Phone No. 239-593-2950

THE ORIGINAL OF THIS DOCUMENT WILL BE SENT BY:

☐

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OVERNIGHT DELIVERY SERVICE
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Articles of Amendment
to
Articles of Incorporation
of

2007 APR -2 PM 3:10

Christian City of Florida, Inc.

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

742189

(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached exhibit for articles being amended, added and deleted

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: March 28, 2007

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

Adoption of Amendment(s) . **(CHECK ONE)**

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

Signature _____

(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.)

Joseph R. Kasberg

(Typed or printed name of person signing)

Secretary-Treasurer

(Title of person signing)

FILING FEE: \$35

Definition section is being added in its entirety as a new paragraph.

Definitions. The following terms shall have the following meanings:

- (a) "Facility" shall mean that certain multifamily housing facility located in Grove City, Florida, commonly known as Grove City Manor (FHA Project No. 066-11090).
- (b) "HUD" shall mean the United States Department of Housing and Urban Development.
- (c) "HUD Loan Documents" shall mean the Regulatory Agreement and any mortgage note, mortgage and security agreement executed by the Corporation in connection with the Loan.
- (d) "Loan" shall mean that certain loan to the Corporation that is insured or made by the Secretary and secured by a mortgage on the Facility.
- (e) "Regulatory Agreement" shall mean that certain Regulatory Agreement for Multifamily Housing Projects by and between the Secretary and the Corporation executed with the Loan.
- (f) "Secretary" shall mean the secretary of HUD.

The following amendments are made to the Articles of Incorporation dated February 18, 1978:

Article II. Purpose.

Insert the following language at the beginning on the first sentence:

"The corporation is a single-asset entity and"

Article III Powers:

(b) Add the following language to the end of the paragraph:

"and to execute and deliver the HUD Loan Documents.

The Corporation is authorized to execute a note, mortgage, or deed of trust, and security agreement in order to secure the Loan and to execute the Regulatory Agreement and other documents required by the Secretary in connection with the Loan."

(c) "Section 202" shall be deleted and replaced with "Section 223 (f)"

(e) The sentence following "PROVIDED" is deleted and shall be replaced with the following language:

So long as the Secretary or a successor or assign of the Secretary is the insurer or holder of the Loan, without prior written consent of the Secretary, the Corporation shall not be dissolved or changed to another type of entity. Upon any dissolution of the Corporation, no right or title to possession and control of the Facility, and no right to collect the rents and profits from the Facility, shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to the Secretary.

Article VII. The following Sections shall be added:

Section 4. Any incoming officer or director shall be bound by the HUD Loan Documents and any other documents required in connection with the HUD-insured loan to the same extent and on the same terms as the other officers or directors.

Section 5. The Corporation has designated Joseph R. Kasberg as its official representative for all matters concerning the Facility that require the consent or approval of the Secretary, and the signature of any such official shall bind the Corporation in all such matters. The Corporation may from time to time appoint a new official representative to perform this function, but within three (3) business days of doing so will provide the Secretary with written notification of the name, address and telephone number of such new official representative. When the person other than the person identified above as the official representative has full or partial authority of management of the Facility, the Corporation will promptly provide the Secretary with the name of that person and the nature of that person's management authority.

Article X. Amendments of the Articles of Incorporation dated February 18, 1978 shall be deleted in its entirety and shall be replaced with the following:

So long as the Secretary or a successor or assign of the Secretary is the insurer or holder of the Loan, no provision required by the Secretary to be inserted into these Articles of Incorporation may be amended and no amendment to these Articles of Incorporation that results in any of the following will have any force or effect without the prior written consent of the Secretary:

- (g) Any amendment that modifies the term or duration of the Corporation;
- (h) Any amendment that activates the requirement that a HUD previous participation certificate be obtained from any additional officer or director;
- (i) Any amendment that in any way affects the HUD Loan Documents;
- (j) Any amendment that would authorize any officer other than the above-referenced official representative or pre-approved officers of the Corporation to bind the Corporation for all matters concerning the Facility that require HUD's consent or approval; or

- (k) A change in the above-referenced official representative or pre-approved officers of the Corporation;
- (l) Any change in any guarantor of any obligation to HUD.

The following new Articles shall be added:

Article XII. Sole Member of the Corporation.

The Corporation shall at all times have one, and only one, member in which shall vest all of the voting and other rights, authority, powers, and privileges of or pertaining to the corporation that are conferred upon members of non-profit corporations formed under the Florida Non-Profit Corporation Law (as amended), (or any future statute of like tenor or effect). Such sole member shall at all times be NATIONAL CHURCH RESIDENCES, an Ohio not-for-profit corporation, and its successors and assigns.

The member of the corporation shall have the maximum voting and other rights, authority, powers, and privileges afforded members under said Florida Non-Profit Corporation Law, and nothing now or hereafter contained in these Articles of Corporation or the Code of Regulations or By-Laws of the Corporation shall, or shall be deemed to, limit or restrict any such maximum rights, authority, powers, or privileges, or elect or adopt any alternative means of exercising any right, authority, power or privilege that constitutes or would constitute a limitation, restriction or revocation of any right, authority, power of privilege to which the member would be entitled absent such election or adoption.

Article XIII. Liability of Members, Directors and Officers.

Each member, director and officer of the Corporation shall be liable to the Secretary in their individual capacities to the extent required by the HUD Loan Documents (a) with respect to funds or property of the Facility coming into their hands that, by the terms of the Regulatory Agreement, they are not entitled to retain, (b) for their own acts and deeds, or the acts and deeds of others that they have authorized, in violation of the provisions of the Regulatory Agreement, (c) for the acts and deeds of affiliates, as defined in the Regulatory Agreement, which the Member, Director, or Officer authorized in violation of the provisions of the Regulatory Agreement and (d) as otherwise provided by law.

Article XIV. Conflicts with HUD Loan Documents.

Notwithstanding anything else contained herein, in the event that any provision of these Articles of Incorporation conflicts with any of the HUD Loan Documents, the provisions of the HUD Loan Documents shall control.

Article XV - Indemnification.

Notwithstanding anything to the contrary herein or in the Corporation's bylaws or other documents, the Corporation shall not indemnify officers or directors of the Corporation except to the extent mandated by the National Housing Act and/or to the extent such indemnification is covered by liability insurance or distribution approved by HUD from residual receipts or surplus cash.

Article XVI. Net Earnings.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its member, trustee, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) of (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)