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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
A.M.E. HOUSING AGENCY OF FLORIDA, INC.**

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**AMENDMENT TO**  
**ARTICLES OF INCORPORATION AND BYLAWS**  
**OF**  
**A.M.E. HOUSING AGENCY OF FLORIDA, INC.**

THIS AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS OF A.M.E. HOUSING AGENCY OF FLORIDA, INC. (this "Amendment") is made effective as of September 30, 2020 by the directors of the Corporation.

**Recitals**

A. A.M.E. Housing Agency of Florida, Inc. (the "Corporation") is a non-profit Florida corporation.

B. The Corporation operates pursuant to the terms of the Articles of Incorporation, filed with Florida Department of State on April, 28, 1978, as amended by the Articles of Amendment to the Articles of Incorporation dated September 22, 1978, the Articles of Amendment to the Articles of Incorporation dated August 3, 2011, and as further amended by the Articles of Amendment to the Articles of Incorporation dated May 31, 2012 (collectively, as amended, the "Articles") and Bylaws of the Corporation (the "Bylaws"), as amended (collectively, the "Organizational Documents").

C. Except as otherwise provided in this Amendment, the words and terms defined in the Organizational Documents shall have the same meanings when used herein as are ascribed thereto in the Organizational Documents.

D. The directors of the Corporation have agreed to amend the Organizational Documents as set forth herein.

NOW, THEREFORE, in consideration of the foregoing and for other consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Article II of the Articles is hereby deleted and replaced with the following:

**ARTICLE II - CORPORATE PURPOSES, POWERS AND RIGHTS**

2.1. This is a nonprofit Corporation, organized solely for the purpose of fostering low income housing, pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes, and any successor statute.

2.2. This Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States Internal Revenue law. Without limiting the generality of the foregoing, the Corporation will foster and provide for lower income elderly persons, rental housing and related facilities and services specially designed to meet the physical, social, and psychological needs of the aged, and contribute to their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and

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operation thereof on a nonprofit basis. In connection with its purpose, the Corporation is a single asset entity that shall own and operate that certain project located at 9050 Norfolk Blvd., Jacksonville, Florida 32208, known as "Morris Manor".

2.3. The Corporation shall operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

2.2. The Corporation shall operate without regard to race, color, religion, age, disability, gender, sexual orientation, marital status, national origin or veteran status.

2.5. The Corporation shall carry out its functions such that no substantial part of the Corporation's activities 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 (or in opposition to) any candidate for public office.

2.6. The Corporation may operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

2.7. In order to further the purposes described above, the Corporation shall exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and may do and perform such acts and have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida and which are necessary and desirable to carry out the purposes and responsibilities of the Corporation, including, but not limited to:

a. To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in this Article II.

b. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the property of the Corporation.

c. To do and perform all acts reasonably necessary to accomplish the purpose of the Corporation, including, without limitation, the execution of a promissory note, mortgage, deed of trust or security deed, and security agreement in order to secure a loan to be insured by the Secretary of the Department of Housing and Urban Development ("HUD") and to execute the Regulatory Agreement and other documents required by the Secretary of HUD. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the property of the Corporation is insured or held by the Secretary of HUD. Moreover, in the event of any conflict between the terms of such note, mortgage, deed of trust or security deed, security agreement, or Regulatory Agreement (collectively, the

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"HUD Loan Documents") and these Articles, the terms of the HUD Loan Documents shall control.

2. Article VI of the Articles is hereby deleted and replaced with the following:

ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

6.1. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors as set forth in the Bylaws of the Corporation.

6.2. There will be no fewer than three (3) nor more than eleven (11) directors of this Corporation.

6.3. The Corporation shall have no members.

6.4. Directors shall be elected as provided for in the bylaws.

3. Article IX of the Articles is hereby deleted and replaced with the following:

ARTICLE IX - BYLAWS

9.1. The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles.

9.2. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws; provided, however, so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD or any of the HUD Loan Documents remains in effect, the Bylaws of the Corporation shall not be inconsistent with the provisions of any of the HUD Loan Documents between the Corporation and the Secretary of HUD entered into pursuant to Article II hereof. In the event of any conflict between the terms of the HUD Loan Documents and the Bylaws, the terms of the HUD Loan Documents shall control.

4. A new Article XII shall be inserted in the Articles and a new Article X shall be inserted in the Bylaws, as follows:

ARTICLE XII - EARNINGS AND ACTIVITIES OF CORPORATION

12.1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 distributions in furtherance of the purposes set forth in Article IV hereof.

12.2. 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.

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12.3. 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 Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (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).

12.4. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

5. A new Article XIII shall be inserted in the Articles and a new Section XI shall be inserted in the Bylaws, as follows

#### ARTICLE XIII - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, nor to the benefit of any private individual.

6. A new Article XIV shall be inserted in the Articles and a new Section XII shall be inserted in the Bylaws, as follows.

#### ARTICLE XIV - DISTRIBUTION OF ASSETS

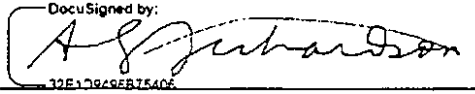
14.1. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, including, without limitation, to an organization designated by the Board of Directors which is recognized as an exempt organization under Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. Provided, however, the Corporation shall at all times so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD have the power to convey its property to the Secretary of HUD or such Secretary's nominee, for exclusively public purposes. So long as the HUD Loan documents are in effect, the Corporation shall not voluntarily be dissolved or converted to another form of entity without the prior written approval of the Secretary of HUD. Notwithstanding any other provisions, upon any dissolution, no title or right to possession and control of the project, and no right to collect rents from the project, shall pass to any person who is not bound by the HUD Loan Documents in a manner satisfactory to the Secretary of HUD.

14.2. The Directors may authorize secured transactions or other dispositions of corporate assets.

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IN WITNESS WHEREOF, the Directors of the Corporation have executed and delivered this Amendment as of the day and year first above written.

**DIRECTORS:**

DocuSigned by:  
  
32E170C9EB75406

Adam J. Richardson, Jr.

DocuSigned by:  
  
BD23A98DF38F415

Pamela Prier

DocuSigned by:  
  
3B74B350C645454

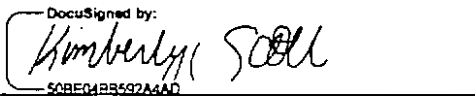
Craig Gibbs

DocuSigned by:  
  
57062B306F4248A

Al Rutland

DocuSigned by:  
  
65892C0045D745E

Johnnetta Moore

DocuSigned by:  
  
50BE04BB592A4AD

Kimberly Scott