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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AD
5/22/06

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Presbyterian Homes of
Tampa, Inc.*

Signature _____

Requested by: _____

Name _____

Date _____

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____ Art of Inc. File _____

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____ Certificate of Status _____

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Courier _____

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PRESBYTERIAN HOMES OF TAMPA, INC.**

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MAY 22 PM 4:12

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

WHEREAS, Southwest Florida Union Presbytery initially sponsored Presbyterian Homes of Tampa, Inc. for the purpose of developing a HUD housing facility, known as Manhattan Place having FHA Project No. 067-11104-REF, in Tampa, Florida; and

WHEREAS, Southwest Florida Union Presbytery became known as The Presbytery of Tampa Bay and Peace River Presbytery; and

WHEREAS, Presbytery of Tampa Bay and Peace River Presbytery have formed and established Presbyterian Homes and Housing Foundation of Florida, Inc., and permit said entity to be responsible for the conduct of the business of all of the HUD housing corporations under said sponsorship, including the authority to amend the Articles of Incorporation for the individual HUD housing corporations and By-Laws thereto; and

WHEREAS, the members of the corporation have approved the recommendation of the Board of Directors and the approval of Presbyterian Homes and Housing Foundation of Florida, Inc. to amend the Articles of Incorporation subject to approval by HUD, which shall be evidenced below.

NOW, THEREFORE, the Articles of Incorporation are hereby amended as follows:

1. All references to the requirements of approval by Southwest Florida Union Presbytery are deleted and Presbyterian Homes and Housing Foundation of Florida, Inc. is substituted therefore.
2. Article II - Purpose is modified to delete subparagraph d) and substitute the following therefore:

"This Corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future United States Internal Revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purposes. The Corporation shall have the single purpose to provide low income and elderly with housing facilities and services specifically designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness and longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis of the single asset and for no other business."

3. Article XI is modified to add the following to the end:

“Provided, however, so long as the Department of Housing and Urban Development is the insurer or holder of the Note secured by the Mortgage on Manhattan Place, (FHA Project No. 067-11104-REF), any indemnification shall expressly be limited to: (i) Liability insurance coverage; or (ii) Distribution approved by HUD from surplus cash or residual receipts.”

4. Article XII is added as follows:

Article XII - HUD Requirements:

So long as HUD, its successors or assigns, is the insurer or holder of the Note secured by the Mortgage on Manhattan Place (FHA Project No. 067-11104-REF), in Tampa, Florida:

- a) 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 HUD:

- (i) Any amendment that modifies the term of the Corporation;
- (ii) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional principal;
- (iii) Any amendment that in any way affects the Note, Mortgage or Security Agreement on Manhattan Place or the Regulatory Agreement between HUD and the Corporation;
- (iv) Any amendment that would authorize any member other than a duly authorized officer to bind the Corporation for all matters concerning Manhattan Place which require HUD's consent or approval;
- (v) Any change in the guarantor of any obligation to HUD;
- (vi) Any amendment that would amend any provision of the By-Laws required by HUD to be included in the By-Laws, so long as HUD is the insurer or holder of the Note.

- b) The Corporation is authorized to execute the HUD loan documents and any other documents required by HUD in connection with the HUD-insured loan. Any President, Vice President, Secretary, Assistant Secretary, Treasurer or other officer duly appointed by the Board of Directors is authorized to execute any and all of such documents for the Corporation.

- c) Any incoming member must, as a condition of receiving a membership interest in the Corporation, agree to 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 members in the class of such incoming member.

- d) Notwithstanding any other provisions of these Articles of Incorporation, upon any dissolution, no title or right to possession and control of Manhattan Place and no right to

collect rents from Manhattan Place shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to HUD.

e) Notwithstanding any other provisions of the Articles of Incorporation, in the event that any provisions of the Articles conflict with the HUD loan documents, the provision of the HUD loan documents shall control.

f) The Corporation may not voluntarily be dissolved or converted to another type of entity without the prior written approval of HUD. The members, directors and officers of any assignee of an owner agree to be liable in their individual capacities and to HUD with respect to the following matters:

- (i) For funds or property of Manhattan Place coming into their hands, which by the provisions of the Regulatory Agreement, they are not entitled to retain;
- (ii) For their own acts and deeds or acts and deeds of others which they have authorized in violation of the provisions of the Regulatory Agreement;
- (iii) For the acts and deeds of affiliates as defined in the Regulatory Agreement, which the persons or entity has authorized in violation of the provisions of the Regulatory Agreement; and
- (iv) As otherwise provided by law.

g) Any person acquiring any of the following positions anew must meet the applicable requirements for HUD previous participation clearance:

- (i) any president, vice president, secretary, or treasurer or any other executive officer who is directly responsible to the Board of Directors;
- (ii) any director; and
- (iii) member with a financial interest in the corporation of ten percent (10%) or greater. and
- (iv) As otherwise provided by law.

h) The Corporation shall not, without HUD's prior written consent:

- (i) engage in any new business or activity, including the operation of any rental project, other than the operation of Manhattan Place; or
- (ii) incur any liability or obligation not in connection with Manhattan Place.

5. Article XIII is added as follows:

Article XIII - Fiscal Year

The Fiscal Year end for the Corporation shall be December 31.

6. Except as modified by this Certificate of Amendment, the Articles of Incorporation of Presbyterian Homes of Tampa, Inc. and all other terms and conditions shall remain the same and in full force and effect.

IN WITNESS WHEREOF, we, the President and Secretary of the Corporation do certify that the foregoing Certificate of Amendment to the Articles of Incorporation were adopted and accepted by a majority of the Board of Directors and Members on the 16th day of February, 2006.

PRESBYTERIAN HOMES OF TAMPA, INC., a
Florida non-profit corporation

By: *Gloria Jones*
Gloria Jones, President

CORPORATE SEAL

Attest by: *Idris L. Davies*
Idris Davies, Secretary

STATE OF FLORIDA *Pinellas*)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this *4th* day of May, 2006, by **Gloria Jones**, as President and **Idris Davies**, as Secretary, respectively, of PRESBYTERIAN HOMES OF TAMPA, INC., a Florida non-profit corporation, on behalf of the corporation, who are ☒ personally known to me or ☐ produced _____ as identification and who did not take an oath.



Jean M Bridges
My Commission DD229291
Expires July 06, 2007

(SEAL)

Jean M Bridges
NOTARY PUBLIC
Print Name: _____
My commission expires: _____

Approval by Presbyterian Homes and Housing Foundation of Florida, Inc. is hereby confirmed this 16th day of February, 2006.

PRESBYTERIAN HOMES AND HOUSING
FOUNDATION OF FLORIDA, INC., a Florida non-
profit corporation

By: Gloria Jones
Gloria Jones, President

CORPORATE SEAL

Attest by: Idris I. Davies
Idris Davies, Secretary

STATE OF FLORIDA)
COUNTY OF Pinellas)

The foregoing instrument was acknowledged before me this 4th day of May, 2006, by **Gloria Jones**, as President and **Idris Davies**, as Secretary, respectively, of PRESBYTERIAN HOMES AND HOUSING FOUNDATION OF FLORIDA, INC., a Florida non-profit corporation, on behalf of the corporation, who are ☒ personally known to me or ☐ produced _____ as identification and who did not take an oath



Jean M Bridges
My Commission DD229291
Expires July 06, 2007

(SEAL)

Jean M Bridges
NOTARY PUBLIC
Print Name: _____
My commission expires: _____