

745975

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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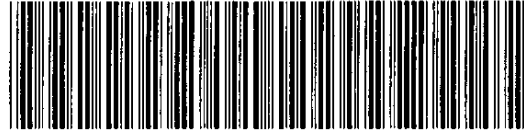
(Business Entity Name)

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Amend

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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

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

Dunbar Improvement
Assoc

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☐ Art of Inc. File _____
☐ LTD Partnership File _____
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☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☒ Art. of Amend. File _____
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☐ Certificate of Good Standing _____
☐ Certificate of Status _____
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☐ Corp Record Search _____
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Courier



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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08 JAN -9 AM 11:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 27, 2007

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: DUNBAR IMPROVEMENT ASSOCIATION, INC.
Ref. Number: 745975

We have received your document for DUNBAR IMPROVEMENT ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please entitle your document Articles of Amendment.

You need to remove all references to Certificate of Amendment in your document including the area on last page with manner of adoption and signatur.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 707A00071783

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**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
DUNBAR IMPROVEMENT ASSOCIATION, INC.**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

WHEREAS, Dunbar Improvement Association, Inc., developed a housing facility with funds from the U.S. Department of Housing and Urban Development (HUD), known as Palm City Gardens, having FHA Project No. 066-11093, (hereafter the "Project") in Fort Myers, Florida; and

WHEREAS, the members of the corporation have approved the recommendation of the Board of Directors 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. Article II of the Amendment to the Articles of Incorporation - Purpose is modified to delete the paragraph in its entirety 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."

2. Article XI is added as follows:

ARTICLE XI - HUD REQUIREMENTS

So long as HUD, its successors or assigns, is the insurer or holder of the Note secured by the Mortgage on the Project:

- 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 the Project 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 the Project 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 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.
- d) 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 Nation Housing Act and/or to the extent such indemnification is covered by liability insurance or distributions approved by HUD from residual receipts or surplus cash.
- e) Notwithstanding any other provisions of these Articles of Incorporation, 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 Regulatory Agreement in a manner satisfactory to HUD.
- f) 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.
- g) 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 the Project 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.

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

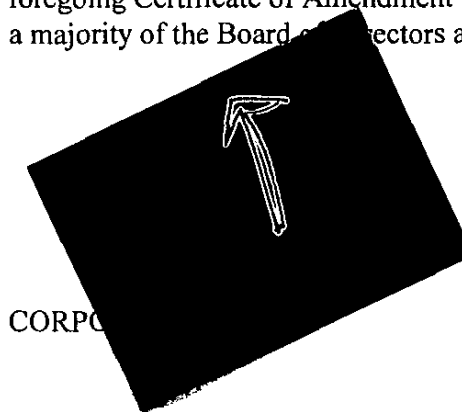
- (i) any president, vice president, secretary, or treasurer or any other executive officer who is directly responsible to the Board of Directors;
- (ii) any director; and
- (iii) member with a financial interest in the corporation of ten percent (10%) or greater. and
- (iv) As otherwise provided by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

i) 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 the Project; or
- (ii) incur any liability or obligation not in connection with the Project

3. Except as modified by this Certificate of Amendment, the Articles of Incorporation of the Project and all other terms and conditions shall remain the same and in full force and effect.

IN WITNESS WHEREOF, we, the undersigned officers 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 19th day of October, 2007



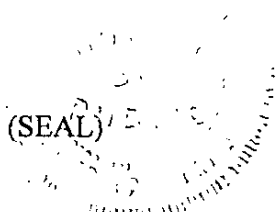
DUNBAR IMPROVEMENT ASSOCIATION, INC.

By: Veronica S. Shoemaker
Veronica S. Shoemaker, President

Attest by: Melvin Morgan
Melvin Morgan, Secretary

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 25th day of OCTOBER, 2007, by **Veronica S. Shoemaker**, as President and **Melvin Morgan**, as Secretary, respectively, of Dunbar Improvement Association, 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.



Sean Nelson
NOTARY PUBLIC
Print Name: _____
My commission expires _____
Notary Public State of Florida
Sean Nelson
My Commission #0002588
Expires 07/08/2011