

747290

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

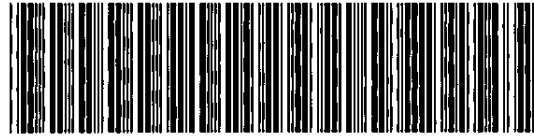
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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06/26/06--01024--009 \*\*35.00

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2006 JUN 26 PM 3:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

06 JUN 26 PM 12:32

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Amend*

C. Oudiz

# CAPITAL CONNECTION, INC.

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

Trinity Villas, Inc.

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

WL 6/26 11:00

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

\_\_\_\_ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

\_\_\_\_ Cert. Copy \_\_\_\_\_

\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

**AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
TRINITY VILLAS, INC.**

FILED  
2006 JUN 26 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WHEREAS**, the Directors are seeking to undertake a refinancing of the existing mortgage from the U. S. Department of Housing and Urban Development ("HUD") which will require an amendment to the Articles of Incorporation in order to meet current HUD requirements; and

**WHEREAS**, Article X of the Articles of Incorporation allows for amendment; 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 IV - Purpose, Powers and Distribution of Assets is modified to delete subparagraph a. and substitute the following:

"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 modified to add the following:

c. "So long as the Department of Housing and Urban Development is the insurer or holder of the Note secured by the Mortgage on Trinity Villas, (FHA Project No. 063-EH175-L8), any indemnification shall expressly be limited to: (i) Liability insurance coverage; or (ii) Distribution approved by HUD from surplus cash or residual receipts."

3. 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 Trinity Villas (FHA Project No. 063-11051), in Ocala, 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 Trinity Villas 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 Trinity Villas 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 Trinity Villas and no right to collect rents from Trinity Villas 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 Trinity Villas 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 fo 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 Trinity Villas; or
  - (ii) incur any liability or obligation not in connection with Trinity Villas.

REMAINDER OF THIS PAGE IS BLANK - SIGNATURES FOLLOW

4. Except as modified by this Amendment, the Articles of Incorporation of Trinity Villas, 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 Amendment to the Articles of Incorporation were adopted and accepted by a majority of the Board of Directors and Members on the 21 day of June, 2006.

TRINITY VILLAS, INC.,  
a Florida non-profit corporation

By: Marilyn Kaster  
Marilyn Kaster, President

CORPORATE SEAL

Attest by: Tina Fagan  
Tina Fagan, Secretary

STATE OF FLORIDA )  
COUNTY OF Marion )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of June, 2006, by **Marilyn Kaster**, as President and **Tina Fagan**, as Secretary, respectively, of TRINITY VILLAS, INC., a Florida non-profit corporation, on behalf of the corporation, who are [ ] personally known to me or [X] produced Driver Lic as identification and who did not take an oath.

Joseph A. Dvito  
NOTARY PUBLIC

Print Name:

My commission expires:

(SEAL)

