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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
INDIANTOWN NONPROFIT HOUSING, INCORPORATED**

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
INDIANTOWN NON-PROFIT HOUSING, INC.  
A Florida Not-for-Profit Corporation

Pursuant to Section 617.01011 through 617.221 of the Florida Not for Profit Corporation Act ("Act") the Articles of Incorporation of INDIANTOWN NON-PROFIT HOUSING, INCORPORATED, a Florida corporation not-for-profit that was originally incorporated under the same name on October 17<sup>th</sup>, 1979, are hereby amended and restated in their entirety in accordance with Section 617.1006 and 617.01201 of the Act. All amendments herein have been adopted pursuant to the Act, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to the Act and omission of matters of historical interest. The Amended and Restated Articles of Incorporation of INDIANTOWN NON-PROFIT HOUSING INCORPORATED. shall henceforth be as follows:

Article I

The name of the corporation is Indiantown Non-Profit Housing, Incorporated. The principal place of business shall be 19308 SW 380<sup>th</sup> Street, Florida City, Florida 33034, and the mailing address shall be Post Office Box 352429, Florida City, Florida 33034.

Article II

The name and street address of the registered agent of this corporation is Mr. Steven C. Kirk, 193208 SW 380<sup>th</sup> Street, Florida City, FL 33034 or as the corporation may designate from time to time.

Article III

The period of duration of this corporation is perpetual. The corporation is organized pursuant to the Not-for-Profit Corporation laws of the State of Florida.

Article IV

The members of the corporation, if any, shall be stated in the Bylaws. The method of election of the Board of Directors shall be stated in the Bylaws.

Article V

The corporation is organized and shall operate exclusively for charitable purposes; such purposes shall include, but not be limited to, the provisions of affordable housing to very low-, low- and

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moderate-income persons and community redevelopment. The purposes of the corporation, however, shall be limited in all events to exempt purposes described in Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage only in activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and may contribute to or otherwise assist other corporations, organizations and institutions qualifying under Section 501 (c)(3) of the Internal Revenue Service Code of 1986 as amended.

The purposes for which this corporation is formed consist of the following:

- 1) To provide relief to the poor, distressed or underprivileged and to promote social welfare through the new construction, repair and rehabilitation of blighted structures resulting in safe, decent and sanitary housing for very low-, low- and moderate-income persons within and without the State of Florida including, but not limited to, Martin County, FL including the City of Stuart and Village of Indiantown and their environs, who otherwise would not be able to find and afford a suitable place to live.
- 2) To provide further relief through the production and management of specialized housing to migrant and seasonal farmworkers, transitional housing for the homeless, the elderly and others.
- 3) To provide further relief to the poor, distressed and underprivileged through the provision of real property management and resident services including, but not limited to, marketing and outreach, the offering of restricted rents and rental assistance, case management and referral services, supportive social services, financial education and home ownership counseling.
- 4) To lessen the burdens of government through the development and management of recreational facilities, parks, and other needed community facilities;
- 5) To further lessen the burdens of government through the establishment of land trusts or other modes of identifying, acquiring and preserving land suitable for future charitable, low-income housing or economic development purposes and to assist communities in land use analysis and planning;
- 6) To promote social welfare and combat community deterioration through new construction, repair or rehabilitation activities in areas designated as blighted areas in which facts and circumstances demonstrate blight or areas in which said activities are planned to stabilize the area and combat the potential for deterioration;
- 7) To further combat community deterioration through economic development and real estate activities, especially in blighted areas, that target and assist business limited to those owned by the poor or minority entrepreneurs or those that agree to train and employ unemployed area residents;

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- 8) To undertake educational, outreach and advocacy activities to lesson neighborhood tensions, to reduce prejudice and discrimination and to promote equal housing and employment opportunities; and
- 9) To do all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

#### Article VI

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by (1) an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended, or (2) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

#### Article VII

No part of the income or principal of this corporation shall inure to any Director or Officer of the corporation or any other private individual, in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501 (c)(3) of the Internal revenue Code of 1986. However, reimbursement of expenses and reasonable compensation for services rendered in carrying out the corporation's charitable purposes shall not be deemed to be a distribution of income or principal. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable and educational purposes no part of which may inure to any individual.

#### Article VIII

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing of statements), any political campaign on behalf of any candidate for public office.

#### Article IX

In the event of the complete or partial liquidation or dissolution of this corporation whether voluntary or involuntary, the assets of this corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended, to be used exclusively for charitable purposes.

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No Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which this corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

#### Article X

In the event this corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, this corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4932 of the Internal Revenue Code, shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

#### Article XI

Any person (and the heirs, executors and administrators of such person) made or threatened to be made party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of this corporation shall be indemnified by this corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or heirs, executors, or administrators) may be entitled apart from this Article XI.

These Restated and Amended Articles of Incorporation are hereby adopted by the Members, and the number of votes cast for these Restated and Amended Articles of Incorporation was sufficient for approval on this 15<sup>th</sup> day of December 2022.

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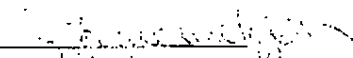
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IN WITNESS WHEREOF, the undersigned has executed these Restated and Amended Articles of Incorporation on this 15<sup>th</sup> day of December 2022.

INDIANTOWN NON-PROFIT HOUSING, INC.

  
Name: Stephen M. L. L. L.  
Title: Secretary

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