

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ST. MARTHA'S HOUSING, INC.**

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August 25, 2022

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ST. MARTHA'S HOUSING, INC.
1576 8TH STREET
SARASOTA, FL 34236US

SUBJECT: ST. MARTHA'S HOUSING, INC.
REF: 751660

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the amended and restated articles setting forth one of the following statements (1) the amended and restated articles were adopted by the board of directors and does not contain any amendments requiring member approval or (2) if the amended and restated articles contain an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast were sufficient for approval.

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) 245-6823.

Annette Ramsey
OPS

FAX Aud. #: H22000286423
Letter Number: 222A00018952

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. MARTHA'S HOUSING, INC.
A NOT FOR PROFIT CORPORATION**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida not for profit corporation adopts this Amended and Restated Articles of Incorporation.

THE UNDERSIGNED, AS TREASURER AND INCORPORATOR, DOES HEREBY CERTIFY that these Amended and Restated Articles of Incorporation amend, restate and supersede in their entirety any and all prior Articles of Incorporation of this corporation, and does not contain amendments that require shareholder approval.

**ARTICLE I
NAME**

The name of this corporation is **ST. MARTHA'S HOUSING, INC.** (hereinafter referred to as "the Corporation").

**ARTICLE II
DURATION**

The corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 1576 8th Street, Sarasota, FL 34236, and the name of the initial registered agent of this corporation is TK Registered Agent, Inc., 101 E. Kennedy Blvd., Suite 2700, Tampa, FL 33602.

**ARTICLE IV
PURPOSE**

Section 1. The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) 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 purpose. The Corporation shall have the single purpose to provide for low income and elderly with housing facilities and services specifically designed to meet with physical, social and psychological needs, and to promote their health, security, happiness and usefulness and longer

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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.

- (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporations shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation 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 (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE V POWERS

The Corporation is empowered to exercise the powers permitted non-profit corporations under Chapter 617 and the Florida Statutes including:

- (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 Article IV hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.
- (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 Corporation's property.
- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202. 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 Corporation's property is held by the Secretary of Housing and Urban Development.

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- (d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article IV(a) hereof, other than for religious purposes, all of the foregoing within the meaning of 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 shall be distributed to the Secretary of Housing and Urban Development exclusively 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.

ARTICLE VI
MEMBERS AND BOARD OF DIRECTORS

Membership in the Corporation shall, at all times, be limited to individuals approved to membership by the Bishop of the Catholic Diocese having jurisdiction of Sarasota County, Florida. In the event that the aforesaid appointment by such Bishop is withdrawn, then this shall constitute automatic resignation as a member and director of the Corporation.

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than seven (7) nor more than fifteen (15) in number who shall be elected by the members of the Corporation for a perpetual term or such term as the Board may determine. The Directors of the Corporation must, at all times, be members of the Corporation. No non-member of the Corporation may sit as a Director.

ARTICLE VII
DIRECTORS

The names of the directors and post office addresses of the persons who shall serve as Directors until their successors are duly qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------------------|---|
| Rev. Fausto Stampiglia, President | 1576 8 th Street Sarasota, FL 34236 |
| John McGruder, Jr., Vice-President | 1576 8 th Street Sarasota, FL 34236 |
| Mary Pat McNally, Treasurer | 1576 8 th Street Sarasota, FL 34236 |

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Claire Collins, Secretary

1576 8th Street
Sarasota, FL 34236

Deacon Pat Macaulay

1576 8th Street
Sarasota, FL 34236

Anthony DiBianca

1576 8th Street
Sarasota, FL 34236

John DeStefano

1576 8th Street
Sarasota, FL 34236

John Rogge

1576 8th Street
Sarasota, FL 34236

Rev. Christopher Frost

1576 8th Street
Sarasota, FL 34236

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Directors shall serve without compensation.

ARTICLE VIII
OFFICERS

The officers of the Corporation as provided by the By-Laws of the Corporation shall be elected by the Directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and qualified. The Secretary and Treasurer may be one and the same.

ARTICLE IX
INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

Mary Pat McNally, Treasurer

c/o 1576 8th Street
Sarasota, FL 34236

ARTICLE X
HUD REQUIREMENTS

So long as the Department of Housing and Urban Development ("HUD"), its successors or assigns, is the insurer or holder of the Note secured by the Mortgage on the Project:

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- (a) the corporation will be in existence at least as long as the term of the HUD-insured Loan.
- (b) Notwithstanding any clause or provision in the Amended and Restated Articles of Incorporation or Amended and Restated By-Laws to the contrary, and so long as HUD, or its successors or assigns, insures or holds any loan to the Corporation ("the HUD- insured Loan"), including the loan secured by a mortgage lien on the Project the following provisions apply:

The terms listed below shall have the following definitions:

"Borrower" means the Corporation.

"Lender" means the entity identified as "Lender" in the first paragraph of the Security Instrument, or any subsequent holder of the HUD-insured Note.

"HUD Regulatory Agreement" means the Regulatory Agreement between Borrower and HUD with respect to the Project, as the same may be supplemented, amended or modified from time to time.

"Security Instrument" means the mortgage or deed of trust from Borrower in favor of Lender, as the same may be supplemented, amended, or modified.

"HUD-insured Note" means the Note executed by Borrower, and described in the Security Instrument, including all schedules riders, allonges and agenda, as such Note may be amended from time to time.

- (i) If any of the provisions of Borrower's organizational documents conflict with the terms of the HUD- insured Note, Security Instrument, or HUD Regulatory Agreement ("HUD Loan Documents"), the provisions of the HUD Loan Documents shall control.
- (ii) No provision required by HUD to be inserted into the organizational documents may be amended without HUD's prior written approval. Additionally, if there is a conflict between any HUD-required provisions inserted into this Agreement and any other provision of this Agreement, the terms of the HUD-required provisions will govern; and if there is a conflict between any of the provisions in the Articles of Incorporation and any HUD-required provisions of this Agreement, the HUD-required provisions will govern.
- (iii) Unless otherwise approved in writing by HUD, Borrower's business and purpose shall consist solely of the acquisition, ownership, operation and maintenance of the Project and activities incidental thereto. Borrower shall not engage in any other business or activity. The Project shall be the sole asset of the Borrower entity, which shall not own any other real estate other than the aforesaid Project.

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- (iv) None of the following will have any force or effect without the prior written consent of HUD:
- a. Any amendment that modifies the term of Borrower's existence;
 - b. Any amendment that triggers application of the HUD previous participation certification requirements (as set forth in Form HUD2530, Previous Participation Certification, or 24 CFR § 200.210, et seq.);
 - c. Any amendment that in any way affects the HUD Loan Documents;
 - d. Except as permitted under section 10 below, any amendment that would authorize any member, manager, partner, owner, officer or director, other than the one previously authorized by HUD, to bind the Borrower entity for any matters concerning the Project which require HUD's consent or approval;
 - e. A change that is subject to the HUD TPA requirements contained in Chapter 13 of HUD Handbook 4350.1 REV-1;
 - f. Any change in a guarantor of any obligation to HUD (including those obligations arising from violations of the HUD Regulatory Agreement); and,
 - g. Any grant of a security interest in any of Borrower's assets or mortgaged property.
- (v) Borrower is authorized to execute a Note and Security Instrument in order to secure a loan to be insured by HUD and to execute the HUD Regulatory Agreement and other documents required by the Secretary in connection with the HUD-insured loan.
- (vi) Any incoming member/partner/owner of Borrower must, as a condition of receiving an interest in the Borrower entity, agree in writing to be subject to the HUD Loan Documents and all other documents required in connection with the HUD-insured loan, to the same extent and on the same terms as the other members/partners/owners.
- (vii) Upon any dissolution, no title or right to possession and control of the Project, and no right to collect the rents from the Project, shall pass to any person or entity that is not bound by the HUD Regulatory Agreement in a manner satisfactory to HUD.
- (viii) The key principals of Borrower identified in the HUD Regulatory Agreement are liable in their individual capacities to HUD to the extent set forth in the HUD Regulatory Agreement.

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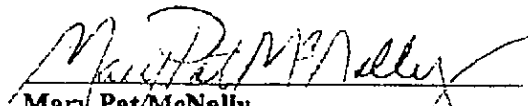
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- (ix) Borrower shall not voluntarily be dissolved or converted to another form of entity without the prior written approval of HUD.
- (x) Borrower has designated Mary Pat McNally as its official representative for all matters concerning the Project that require HUD consent or approval. The signature of this representative will bind Borrower entity in all such matters. Borrower may, from time to time, appoint a new representative to perform this function, provided that the individual so appointed is 2530 Previous Participation Certified, and within three business days of doing so, will provide HUD with written notification of the name, address, and telephone number of its new representative. When a person other than the person identified above has full or partial authority with respect to management of the Project, Borrower will promptly provide HUD with the name of that person and the nature of that person's management authority.
- (xi) Any obligation of the Corporation to provide indemnification under this By-Laws shall be limited to (i) amounts mandated by state law, if any, (ii) coverage afforded under any liability insurance carried by the Company and (iii) available surplus cash of the Borrower as defined in the HUD Regulatory Agreement. Until funds from a permitted source for payment of indemnification costs are available for payment, the Corporation shall not (a) pay funds to any members, partners, officers and directors, or (b) pay the deductible on an indemnification policy for any members, partners, officers and directors.

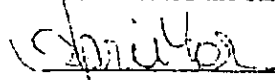
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 24th day of August, 2022.


Mary Pat McNally

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that before me, by means of ☒ physical presence or ☐ online notarization, an officer duly authorized to administer oaths and take acknowledgments, this 24 day of August 2022, appeared MARY PAT McNALLY, who is personally known to me, or who has provided _____ as identification, and who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily.




Notary Public, State of Florida
Print Name: April York

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ACCEPTANCE BY DESIGNATED REGISTERED AGENT

ST. MARTHA'S HOUSING, INC., having designated TK Registered Agent, Inc., as its Registered Agent at the address located at 101 E. Kennedy Blvd., Suite 1700, Tampa, FL 33602, as having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

TK Registered Agent, Inc.

Dated this 24th day of August, 2022.

By: 
Joseph A. DiVito, as Agent

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