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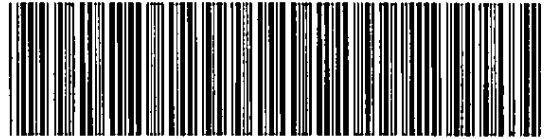
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cc
Amended
Restated

SEP 20 2020

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COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Clearwater Housing Development Corporation, Inc.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

<input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$52.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Jacqueline Rivera
Name (Printed or typed)
28050 US Highway 19 N, Suite 103
Address
Clearwater, FL 33761
City, State & Zip
(727) 461-5777 x 207
Daytime Telephone number
jrivera@clearwaterhousingauth.org
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

Amended and Restated Articles of Incorporation
of
Clearwater Housing Development Corporation, Inc.
(A Corporation Not-for-Profit)

For the purposes of restating the Articles of Incorporation of Clearwater Housing Development Corporation, Inc., a not for profit corporation formed on November 7, 1977 under the Florida Not-for-Profit Corporation Act, *as amended* (the "Act"), *Florida Statutes*, Chapter 617, the undersigned chairman of the Board of Directors submits these Amended and Restated Articles of Incorporation to read in their entirety as follows:

ARTICLE I
NAME AND ADDRESS

The name of this Corporation is: "Clearwater Housing Development Corporation, Inc." The principal office of the Corporation is located at, and the mailing address of the Corporation is:

28050 US Hwy 19 N, Suite 103
Clearwater, FL 33761

ARTICLE II
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III
NATURE OF BUSINESS

The Corporation is organized, and at all times thereafter is operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of the Clearwater Housing Authority, a public body corporate and politic established pursuant to Chapter 421, Florida Statutes. The Corporation is an instrumentality and integral part of the Clearwater Housing Authority.

ARTICLE IV
POWERS

In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law.

ARTICLE V
MEMBERSHIP

This Corporation shall be organized on a non-stock basis, shall not issue shares of stock and shall have no members.

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ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Corporation shall be governed by the Board of Directors, which shall be identical to the Board of Commissioners of the Housing Authority. The number of Directors may be raised or lowered to correspond to the number who serve on the Board of Commissioners of the Authority and any and all members of the Board of Directors are eligible to serve only as long as they are current members of the Board of Commissioners of the Authority. Notwithstanding the foregoing, there shall never be fewer than three Directors.

ARTICLE VII
COURT-ORDERED INDEMNIFICATION

(A) **Election under Florida Business Corporation Act.** Pursuant to the elective provisions of the Florida Business Corporation Act, *as amended and in effect on the date of filing of these Articles of Incorporation*, § 607.0850(9)(c), *Florida Statutes*, as made applicable to the Corporation by § 617.0831, of the Act notwithstanding the failure of the Corporation to provide indemnification or advance expenses and despite any contrary determination by the Board of Directors, the Corporation shall not be subject to any court-ordered indemnification or advancement of expenses, or both, to any director, officer, employee or agent of the Corporation, both as to action in his or her official capacity as a director, officer, employee or agent of the Corporation and as to action in another capacity on behalf of the Corporation while holding such office as a director, officer, employee or agent of the Corporation or serving in such position.

(B) **Non-Exclusive Provision.** This Article shall not limit the Corporation's power to provide for indemnification or advancement for expenses, or both, to any director, officer, employee or agent under any other provision of these Articles of Incorporation, the Bylaws of the Corporation, by express contractual agreement, by vote of the disinterested Directors.

ARTICLE VIII
BYLAWS

The power to adopt new Bylaw provisions and to amend, alter, change or repeal the Bylaws (or any provision thereof) shall be vested in the Board of Directors.

ARTICLE IX
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law.

ARTICLE X
LIMITATION ON ACTIONS

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its directors, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in

Article III hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code, as the same exists or may hereafter be amended, or any organization, contributions to which are deductible under Section 170(c)(2) of the Code as the same exists or may hereafter be amended. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any of its directors or officers, and the private property of the subscribers, directors and officers shall not be liable for the debts of the Corporation.

ARTICLE XI **DISSOLUTION**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall vest in and be transferred to the Clearwater Housing Authority or its lawful successor; provided such distribution is approved by the Board of Commissioners of the Clearwater Housing Authority. None of the assets will be distributed to any director or officer of this Corporation. Any assets remaining after such disposition shall be disposed of by the circuit Court of the county in which the Corporation's principal offices are located, pursuant to the procedures for judicial dissolution, Section 617.1431, Florida Statutes.

ARTICLE XII **CURRENT MEMBERS AND DIRECTORS**

On the date of execution of these Restated Articles of Incorporation the current members of the Corporation and members of the Board of Directors are listed below:

<u>NAME</u>	<u>ADDRESS</u>
Jeffery Smith	28050 US Hwy 19 N, Suite 103 Clearwater, FL 33761
John Doran	28050 US Hwy 19 N, Suite 103 Clearwater, FL 33761
Kathleen Agnew	28050 US Hwy 19 N, Suite 103 Clearwater, FL 33761
Caitlin Jammo	28050 US Hwy 19 N, Suite 103 Clearwater, FL 33761
Sahar Daher	28050 US Hwy 19 N, Suite 103 Clearwater, FL 33761

ARTICLE XIII
REGISTERED OFFICE AND AGENT


The street address of the registered office of this Corporation is: 1200 SOUTH PINE ISLAND ROAD, MIAMI, FL 33324 US

The name of the registered agent of this Corporation at such address is: CORPDIRECT AGENTS, INC

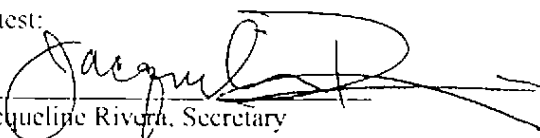
The registered office and registered agent of the Corporation may be changed from time to time in the manner provided by law.

CHAIRMAN'S CERTIFICATE
(pursuant to *Florida Statutes §617.1007*)

The Amended and Restated Articles of Incorporation contain amendments that may require approval by the prior Members. The current Board of Directors constituted the entire Membership of the Corporation prior to the amendment and restatement of the Articles. The Amended and Restated Articles were adopted and approved on December 11, 2015, by vote of a majority of Members and Directors. I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Jeffery Smith, Chairman of the Board of
Directors and Member

Attest:


Jacqueline Rivera, Secretary