

10/26/2020

7163822

Division of Corporations
Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H20000371242 3)))



H200003712423ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : DIVITO & HIGHAM & VASTI, P.A.
Account Number : 120000000086
Phone : (727)321-1201
Fax Number : (727)321-5181

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: jad@divitohigham.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
ST. MICHAEL'S HOUSING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

703 321 1201

FILED
2020 OCT 26 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FL

OCT 27 2020

(((H20000371242 3)))

*SECOND AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ST. MICHAEL'S HOUSING, INC.*

WHEREAS, St. Michael's Housing, Inc., developed a housing facility with funds from the U.S. Department of Housing and Urban Development (HUD), known as Casa Miguel having FHA Project No. 067-11326, in Clearwater, 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 X is modified to delete the entire Article X and substitute the following therefore: added as follows:

Article X - HUD Requirements:

Notwithstanding any clause of provision in these Articles of Incorporation, to the contrary and so long as the United States Department of Housing and urban Development ("HUD") or a successor or assign of HUD is the insurer or holder of a loan to Corporation (FHA Project No. 067-11326), in Clearwater, Florida:

1. If any of the provisions of the Articles of Incorporation, or any amendments, 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.

2. 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 these organizational documents and any provision of this Amendment, the terms of the HUD-required provisions will govern.

3. Unless otherwise approved in writing by HUD, the Corporation's business and purpose shall consist solely of the acquisition, ownership, operation and maintenance of the Project and activities incidental thereto. The Corporation shall not engage in any other business or activity. The Project shall be the sole asset of the Corporation, which shall not own any other real estate other than the aforesaid Project.

4. 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 the Corporation's existence;
- b. Any amendment that triggers the application of the HUD previous participations certification requirements (as set forth in Form HUD -2530, Previous Participation Certification, or 24 CFR section 200.210, et seq.); activates the requirement that a HUD previous participation certification be obtained from any additional principal;
- c. Any amendment that in any way affects the HUD Loan Documents;

(((H20000371242 3)))

FILED
2020 OCT 26 AM 9:51

((H20000371242 3))

- d. Any amendment that would authorize any member, owner, officer or director, other than the one previously authorized by HUD, to bind the Corporation for all 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 43501 REV-1; or
 - f. A change in the guarantor of any obligation to HUD (including those obligations arising from violations of the Regulatory Agreement).
5. The Corporation is authorized to execute the HUD Loan Documents in order to secure loan to be insured by HUD and to execute the Regulatory Agreement and other documents required by the Secretary in connection with the HUD-insured loan.
 6. Any incoming member or owner must, as a condition of receiving an interest in the Corporation, agree to be bound by 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 or owners.
 7. 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 or entity that is not bound by the Regulatory Agreement in a manner satisfactory to HUD.
 8. The key principals of the Corporation identified in the Regulatory Agreement are liable in their individual capacities to HUD to the extent set forth in the Regulatory Agreement.
 9. The Corporation may not voluntarily be dissolved or converted to another type of entity without the prior written approval of HUD.
 10. Notwithstanding any provision in the Articles of Incorporation to the contrary, as amended herein, any obligation of the Corporation to provide indemnification under the Bylaws shall be limited to (i) amounts mandated by state law, if any, (ii) coverage afforded under any liability insurance carried by the Corporation, and (iii) available "surplus cash" of the Corporation as defined in the Regulatory Agreement. Until funds from a permitted source for payment of indemnification cost are available for payment, the Corporation shall not (a) pay funds to any members, officers and directors, or (b) pay the deductible on any indemnification policy for any member, officers and directors.
2. Except as modified by this Certificate of Amendment, the Articles of Incorporation of St. Michael's Housing, Inc. and all other terms and conditions shall remain the same and in full force and effect.

((H20000371242 3))

(((H20000371242 3)))

IN WITNESS WHEREOF, we, the undersigned officers of the Corporation do certify that the foregoing Second Amendment to the Articles of Incorporation were adopted and accepted by a majority of the Board of Directors and Members on September 9, 2020.

St. Michael's Housing, Inc.,
a Florida non-profit corporation

CORPORATE SEAL

By: [Signature]
Frank Murphy, Vice President

Attest by: [Signature]
James Wayne, Treasurer

STATE OF FLORIDA)
COUNTY OF PINELLAS)

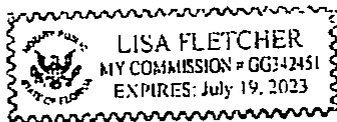
The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 22 day of Oct., 2020, by **Frank Murphy** as Vice-President and **James Wayne**, as Treasurer, respectively, of St. Michael's Housing, Inc., a Florida non-profit corporation, on behalf of the corporation, who are ☒ personally known to me or ☐ produced _____ as identification, and who did not take an oath.

[Signature]
NOTARY PUBLIC

Print Name: _____

My commission expires: _____

(SEAL)



2020 OCT 26 AM 9:51
FILED
CLERK OF STATE
TALLAHASSEE, FL

(((H20000371242 3)))