

# 763864

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**NORTHSIDE PROPERTIES, INC.**

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*Amended &  
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August 30, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

NORTHSIDE PROPERTIES, INC.  
12512 BRUCE B. DOWNS  
TAMPA, FL 33612

SUBJECT: NORTHSIDE PROPERTIES, INC.  
REF: 763864

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

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If the corporation is a PROFIT corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If the corporation is a NOT FOR PROFIT corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

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DIVISION OF CORPORATIONS

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**ARTICLES OF RESTATEMENT TO ARTICLES OF INCORPORATION  
OF  
NORTHSIDE PROPERTIES, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, Northside Properties, Inc., a Florida not-for-profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A (the "Amended and Restated Articles of Incorporation").

2. The Amended and Restated Articles of Incorporation were adopted on August 29 2006.

3. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation without member action and member action was not required.

IN WITNESS WHEREOF, the undersigned officer of Northside Properties, Inc. hereby certifies that the Amended and Restated Articles of Incorporation were adopted by the Corporation on August 29 2006.

**NORTHSIDE PROPERTIES, INC.**

By:   
Name: William Johnson  
Title: Vice President

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NORTHSIDE PROPERTIES, INC.

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I  
NAME, TERM, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation shall be: NORTHSIDE PROPERTIES, INC. (the "Corporation").

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law and subject to these Articles.

(c) The principal office and mailing address of the Corporation will be located at 12512 Bruce B. Downs Boulevard, Tampa, Florida 33612. The Corporation retains the power of moving its office to any other address in the State of Florida, as may from time to time be determined and authorized by its Board of Directors.

ARTICLE II  
PURPOSES

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 and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law. Without limiting the generality of the foregoing, the Corporation will provide elderly persons and handicapped persons or mentally ill persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis. In connection with its purpose, the Corporation is a single asset entity that shall own and operate certain projects located at various sites in Tampa and Lutz, Florida, known as "Northside Properties."

(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 Corporation 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 (i) 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 (ii) 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 III POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation, including, but not limited to:

(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 II.

(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 property of the Corporation.

(c) To do and perform all acts reasonably necessary to accomplish the purpose of the Corporation, including, without limitation, the execution of a promissory note, mortgage, deed of trust or security deed, and security agreement in order to secure a loan to be insured by the Secretary of the Department of Housing and Urban Development ("HUD") and to execute the Regulatory Agreement and other documents required by the Secretary of HUD. 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 property of the Corporation is insured or held by the Secretary of HUD. Moreover, in the event of any conflict between the terms of such note, mortgage, deed of trust or security deed, security agreement, or Regulatory Agreement (collectively, the "HUD Loan Documents") and these Articles, the terms of the HUD Loan Documents shall control.

(d) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, including, without limitation, to an organization designated by the Board of Directors which is recognized as an exempt organization under Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, 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. Provided, however, the Corporation shall at all times so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD have the power to convey its property to the Secretary of HUD or such Secretary's nominee, for exclusively public purposes. So long as the HUD Loan documents are in effect, the Corporation shall not voluntarily be dissolved or converted to another form of entity without the prior written approval of the Secretary of HUD. Notwithstanding any other provisions, 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 who is not bound by the HUD Loan Documents in a manner satisfactory to the Secretary of HUD.

#### ARTICLE IV MEMBERS

Membership in the Corporation shall, at all times, be limited to individuals who are either (1) Board of Directors members of the Finance Committee of Northside Mental Health Center, Inc., or (2) employees of Northside Mental Health Center, Inc., in the following management positions: Executive Director, Associate Director, Controller, or Senior Staff Accountant of Northside Mental Health Center, Inc. If a member ceases to be a director or one of the four named employees of Northside Mental Health Center, Inc., then, in either event, such shall constitute automatic resignation as a member and director of the Corporation.

#### ARTICLE V BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The directors shall serve without compensation.

(c) The number of directors (trustees) of the Corporation shall be at least seven (7) and not more than fifteen (15), the precise number being determined by the members in accordance with the Bylaws. All directors (trustees) shall be elected by the members of the Corporation from the membership. The directors (trustees) of the Corporation must, at all times, be members of the Corporation. No non-member of the Corporation may sit as a director (trustee). The terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the Corporation shall be elected shall be provided in the Bylaws of the Corporation.

(d) The annual meeting shall be held on the third Thursday in November of each year.

(e) The affairs of the Corporation will be managed by a President, Vice President, Secretary and Treasurer. The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors (trustees) of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors (trustees) shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person, and need not be a director (trustee) of the Corporation.

(f) Each of the directors shall be liable in such director's individual capacity to the Secretary of HUD, and solely to the Secretary of HUD, for: (i) funds or property of the project coming into such director's possession, which by the provisions of the Regulatory Agreement, such director is not entitled to retain; (ii) such director's own acts and deeds, or acts and deeds of others which such director has authorized, in violation of the provisions of the Regulatory Agreement; (iii) the acts and deeds of affiliates, as defined in the Regulatory Agreement, which

such director has authorized in violation of the provisions of the Regulatory Agreement; and (iv) as otherwise required by law.

#### ARTICLE VI BYLAWS

(a) The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles.

(b) The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws; provided, however, so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD or any of the HUD Loan Documents remains in effect, the Bylaws of the Corporation shall not be inconsistent with the provisions of any of the HUD Loan Documents between the Corporation and the Secretary of HUD entered into pursuant to Article III hereof. In the event of any conflict between the terms of the HUD Loan Documents and the Bylaws, the terms of the HUD Loan Documents shall control.

#### ARTICLE VII AMENDMENT OF ARTICLES

These Articles may be amended from time to time by the Board of Directors of the Corporation; provided, however, so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD or the HUD Loan Documents remain in effect, no provision required by HUD to be included in these Articles may be amended without the prior written approval of the Secretary of HUD. In addition, so long as a mortgage on the property of the Corporation is held or insured by the Secretary of HUD or the HUD Loan Documents remain in effect, these Articles may not be amended at any time to: (a) modify the term of the Corporation; (b) activate the requirement that a HUD previous participation certification be obtained from any additional member; (c) affect the HUD Loan Documents; or (d) change the guarantor of any obligation to the Secretary of HUD.

#### ARTICLE VIII HUD REPRESENTATIVE

The Corporation has initially designated Vicki Foll as its official representative for all matters concerning the project which require the consent or approval of the Secretary of HUD. The signature of this person will bind the Corporation in all such matters. The Corporation may from time to time appoint a new representative to perform this function, but within three (3) business days of doing so, will provide the Secretary of HUD with written notification of the name, address, and telephone number of its new representative. When a person other than the person identified has full or partial authority of management of the project, the Corporation will promptly provide the Secretary of HUD with the name of that person and the nature of that person's management authority.