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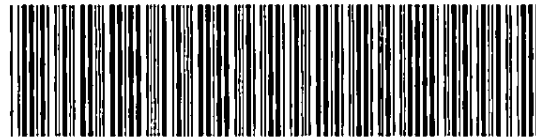
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Sunshine State Corporate Compliance Company

3458 Lakeshore Drive Tallahassee, Florida 32312

(850) 656-4724

DATE 06/30/2022

****WALK IN****

ENTITY NAME COLLEGE PARK TOWERS II, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certified Copy of Arts & Amendments Complete File (Including Annual Reports)

Certificate of Status

Certificate of Status Reflecting: _____

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$ 43.75

ACCOUNT # I20140000108
United Corporate
Services, Inc.

Keith Leppard

Please call Tina at the above number for any issues or concerns. Thank you so much!

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COLLEGE PARK TOWERS II, INC.
(a not-for-profit corporation)**

The undersigned member of the Board of Directors hereby submits these Amended and Restated Articles of Incorporation ("Articles") for the purpose of amending and restating the Articles of Incorporation of College Park Towers II, Inc., a Florida not-for-profit corporation formed under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (Act), and certifies as follows:

The original Articles of Incorporation of the Corporation (as defined below) were filed with the Florida Department of State on May 31, 1983 ("Original Articles"). These Articles shall supersede and replace the Original Articles in their entirety. The Board of Directors adopted these Articles on June 10, 2022. The Corporation does not have members.

ARTICLE I - NAME

The name of the corporation is "Chateau Baton Rouge, Inc." ("Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is 795 Ridge Lake Blvd., Suite 300 / Memphis, TN 38120. The mailing address of the Corporation is 795 Ridge Lake Blvd., Suite 300 / Memphis, TN 38120.

ARTICLE III - PURPOSE

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

- (a) The Corporation is organized exclusively for charitable, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) ("Code"). In pursuance of the foregoing, the Corporation shall have the single purpose to provide low-income elderly 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.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or

otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

- (c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - POWERS

The corporation is empowered:

- (a) To buy, own, sell, convey, 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 purpose 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 financing under section 202 of the Housing Act of 1959, as amended. 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.
- (d) In the event of dissolution, winding up, or other liquidation of the assets of this corporation, the residual assets of the corporation will be turned over to one or more organizations other than one organized for religious purposes which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal State, or local government for exclusive public purpose. Provided, however, that the corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development or his nominee.

ARTICLE V - DIRECTORS AND MEMBERS

The Corporation shall not have members. 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. Directors shall serve without compensation.

ARTICLE VI - OFFICERS

The officers of the Corporation shall be as provided in the Bylaws and shall be elected by the Board of Directors in the manner described in the Bylaws. The Board of Directors shall elect the officers at the annual meeting for terms of one year.

ARTICLE VII - BYLAWS

Bylaws of the Corporation may be adopted, made, rescinded or altered by the Board of Directors at any meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development, pursuant to Article V hereof.

ARTICLE VIII - AMENDMENTS

Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendments shall be approved by a 2/3 affirmative vote of the members of the Board of Directors present. Upon such approval, such an Amendment must also be forwarded to the Secretary of State of the State of Florida and filed and approved by him before the same shall become effective.

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary.

ARTICLE IX - TERM OF EXISTENCE

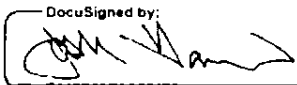
The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE X - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation and the name of its registered agent is Corporation Service Company: 1201 Hays Street / Tallahassee, FL 32301

[SIGNATURE PAGE FOLLOWS]

WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation this 10 day of June, 2022.

DocuSigned by:


6/10/2022

Name: Joshua Hammond

Title: president

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