

768879

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Account Name : PORTER, WRIGHT, MORRIS & ARTHUR
Account Number : 102233003533
Phone : (614) 227-1936
Fax Number : (239) 593-2990

COR AMND/RESTATE/CORRECT OR O/D RESIGN

NATIONAL CHURCH RESIDENCES OF EASTERN, FLORIDA, INC.

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PLEASE DELIVER TO:

NAME	FIRM	FACSIMILE #:	CONFIRMATION #.
1. Division of Corporations	Florida Dept. of State	850-205-0380	
RE: National Church Residences of Eastern, Florida, Inc.			
Fax Audit No. H070000849043			

Comments:

Please file the attached regarding the above-referenced corporation:

1. Articles of Amendment to Articles Incorporation.

We have requested a certified copy of same.

Thank you.

From: W. Jeffrey Cecil, Esq. Phone No. 239-593-2950
THE ORIGINAL OF THIS DOCUMENT WILL BE SENT BY:

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Articles of Amendment
to
Articles of Incorporation
of

National Church Residences of Eastern, Florida, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

768879

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached for articles being amended, added or deleted

(Attach additional pages if necessary)
(continued)

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The date of adoption of the amendment(s) was: March 28, 2007

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature _____

(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.)

Joseph R. Kasberg

(Typed or printed name of person signing)

Secretary-Treasurer

(Title of person signing)

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Definition section is being added in its entirety as a new paragraph.

Definitions. The following terms shall have the following meanings:

- (a) "Facility" shall mean that certain multifamily housing facility located in Sebring, Florida, commonly known as Fair Havens (FHA Project No. 067-11114).
- (b) "HUD" shall mean the United States Department of Housing and Urban Development.
- (c) "HUD Loan Documents" shall mean the Regulatory Agreement and any mortgage note, mortgage and security agreement executed by the Corporation in connection with the Loan.
- (d) "Loan" shall mean that certain loan to the Corporation that is insured or made by the Secretary and secured by a mortgage on the Facility.
- (e) "Regulatory Agreement" shall mean that certain Regulatory Agreement for Multifamily Housing Projects by and between the Secretary and the Corporation executed with the Loan.
- (f) "Secretary" shall mean the secretary of HUD.

General Purposes of the Corporation is amended to read as follows:

The Corporation is a single-asset entity and may engage in any lawful purpose or purposes that Florida organized not-for-profit corporations may conduct in Florida may conduct under the Florida Non-Profit Corporation Law and Section 501(c)(3) of the Internal Revenue Code, specifically including, but not limited to developing, owning, operating, reconstructing, improving, selling, managing or leasing of housing for elderly and/or handicapped low and moderate income families, under private and/or governmental housing programs. The Corporation may execute and deliver the HUD Loan Documents and may conduct any lawful activities permitted to corporations under the Act that are incidental to the foregoing or necessary or convenient to accomplish the foregoing.

Paragraph (g) The following language will be added to the end of the paragraph:

1. Any incoming officer or director shall be bound by the HUD Loan Documents and any other documents required in connection with the HUD-insured loan to the same extent and on the same terms as the other officers or directors.
2. The Corporation has designated Joseph R. Kasberg as its official representative for all matters concerning the Facility that require the consent or approval of the Secretary, and the signature of any such official shall bind the Corporation in all such matters. The Corporation may from time to time appoint a new official representative to perform this function, but within three

(3) business days of doing so will provide the Secretary with written notification of the name, address and telephone number of such new official representative. When the person other than the person identified above as the official representative has full or partial authority of management of the Facility, the Corporation will promptly provide the Secretary with the name of that person and the nature of that person's management authority.

Paragraph (j) The following language will be added to the end of the paragraph:

2. So long as the Secretary or a successor or assign of the Secretary is the insurer or holder of the Loan, no provision required by the Secretary to be inserted into these Articles of Incorporation may be amended and no amendment to these Articles of Incorporation that results in any of the following will have any force or effect without the prior written consent of the Secretary:
 - (a) Any amendment that modifies the term or duration of the Corporation;
 - (b) Any amendment that activates the requirement that a HUD previous participation certificate be obtained from any additional officer or director;
 - (c) Any amendment that in any way affects the HUD Loan Documents;
 - (d) Any amendment that would authorize any officer other than the above-referenced official representative or pre-approved officers of the Corporation to bind the Corporation for all matters concerning the Facility that require HUD's consent or approval; or
 - (e) A change in the above-referenced official representative or pre-approved officers of the Corporation;
 - (f) Any change in any guarantor of any obligation to HUD.

Paragraph (k) 2 is deleted in its entirety and is being replaced by the following:

Loan Authorization. The Corporation is authorized to execute a note, mortgage or deed of trust, and security agreement in order to secure the Loan and to execute the Regulatory Agreement and other documents required by the Secretary in connection with the Loan.

Paragraph (k) 3 is deleted in its entirety.

Paragraph (k) 4 The sentence following "PROVIDED" is deleted and shall be replaced with the following:

So long as the Secretary or a successor or assign of the Secretary is the insurer or holder of the Loan, without prior written consent of the Secretary, the Corporation shall not be dissolved or changed to another type of entity. Upon any dissolution of the Corporation, no right or title to possession and control of the Facility, and no right to collect the rents and profits from the Facility, shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to the Secretary.

The following new paragraphs will be added:

- (n) Conflicts with HUD Loan Documents. Notwithstanding anything else contained herein, in the event that any provision of these Articles of Incorporation conflicts with any of the HUD Loan Documents, the provisions of the HUD Loan Documents shall control.
- (o) Indemnification. Notwithstanding anything to the contrary herein or in the Corporation's bylaws or other documents, the Corporation shall not indemnify officers or directors of the Corporation except to the extent mandated by the National Housing Act and/or to the extent such indemnification is covered by liability insurance or distribution approved by HUD from residual receipts or surplus cash.
- (p) Liability of Members, Directors and Officer. Each member, director and officer of the Corporation shall be liable to the Secretary in their individual capacities to the extent required by the HUD Loan Documents (a) with respect to funds or property of the Facility coming into their hands that, by the terms of the Regulatory Agreement, they are not entitled to retain, (b) for their own acts and deeds, or the acts and deeds of others that they have authorized, in violation of the provisions of the Regulatory Agreement, (c) for the acts and deeds of affiliates, as defined in the Regulatory Agreement, which the Member, Director, or Officer authorized in violation of the provisions of the Regulatory Agreement and (d) as otherwise provided by law.