

F09000003265

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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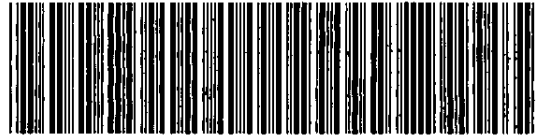
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CLT - III Affordable Housing Corp.
Name of Corporation

DOCUMENT NUMBER: F09000003265

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Peter B. Nagel
Name of Contact Person

Peter B. Nagel, P.C.
Firm/Company

999 Eighteenth Street, Suite 1745
Address

Denver, Colorado 80202
City/State and Zip Code

pbnagel@rmi.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Peter B. Nagel at (303) 296-4840
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$35.00 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**
(Pursuant to s. 617.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

F09000003265

(Document Number of Corporation (If known))

1. CLT - III Affordable Housing Corp.
(Name of corporation as it appears on the records of the Department of State)

2. Oklahoma 3. August 17, 2009
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

SECTION II

(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 25, 2009

5. Progression Housing Foundation
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration) (Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(New jurisdiction) (Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Jeffrey Pally
(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Jeffrey Pally
(Typed or printed name of the person signing)

President
(Title of person signing)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE OF THE SECRETARY OF STATE



**CERTIFICATE OF GOOD STANDING
DOMESTIC NOT FOR PROFIT CORPORATION**

I, THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said state, the custodian of the records of the state of Oklahoma relating to the right of certain business entities to transact business in this state and am the proper officer to execute this certificate.

I FURTHER CERTIFY that PROGRESSION HOUSING FOUNDATION whose registered agent is DOCUMENT RETRIEVAL SERVICE INC., with its registered office at 613 SW 112TH ST OKLAHOMA CITY 73170 USA Oklahoma is a Domestic Not For Profit Corporation duly organized and existing under and by virtue of the laws of the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the entity's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Oklahoma, done at the City of Oklahoma City, this 31st, day of December, 2009.

M. Susan Savage

Secretary Of State

Amended Certificate of Incorporation

Document Number 13378190002 Submit Date: 11/25/2009

The undersigned corporation, for the purpose of amending its certificate of incorporation pursuant to Title 18, Section 1077, hereby certifies:

The name of the corporation is:
CLT-III AFFORDABLE HOUSING CORP.

As amended: The name of the corporation has been changed to:
Progression Housing Foundation

The duration of the corporation is:
Perpetual

The name of the registered agent and the street address of the registered office in the State of Oklahoma is:
DOCUMENT RETRIEVAL SERVICE INC.
613 SW 112TH ST
OKLAHOMA CITY, OK 73170 USA

Additional amendments to the Certificate of Incorporation are:

1. The first paragraph of Article IV shall be amended to read in its entirety as follows:

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"), including, to the extent permitted by such Section 501(c)(3), fostering, supporting, providing, developing, acquiring, constructing, rehabilitating, and operating qualified affordable housing for low-income persons and families, elderly persons, and mentally or physically disabled persons. In particular, the Corporation shall:

2. Paragraphs B through I of Article IV shall be deleted in their entirety and Paragraph J shall be renumbered as Paragraph B. In addition, the phrase "and permitted for a subordinate of the Parent" shall be deleted from former Paragraph J, now renumbered as Paragraph B.

3. Article VI shall be amended to read in its entirety as follows:

Article VI.

It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code. This Certificate shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not engage in any activity or undertaking that would jeopardize or adversely affect either its own status as an Exempt Organization. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) political campaigns on behalf of or in opposition to any candidate for public office.

4. Article IX shall be amended, to read in its entirety as follows:

Article IX.

Upon the dissolution of the Corporation, the Trustees of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to or for the benefit of such organization or organizations as shall at the time qualify under Section 501(c)(3) of the Code, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such court shall determine.

The governing body of the corporation adopted a resolution setting forth the amendment proposed and declaring its advisability.

At a subsequent meeting held upon notice stating the purpose thereof and given in accordance with the provision of Title 18, Section 1067, a majority of all the members of the governing body voted in favor of the amendment.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 25th day of November, 2009 by :

I hereby certify that the information provided on this form is true and correct to the best of my knowledge and by attaching the signature I agree and understand that the typed electronic signature shall have the same legal effect as an original signature and is being accepted as my original signature pursuant to the Oklahoma Uniform Electronic Transactions Act, Title 12A Okla. Statutes Section 15-101, et seq.

Signature:

Jeffrey Polly

Samuel A. Thomas

Title:

President

Secretary

[End Of Image]