

8/8/2017

Division of Corporations



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DELAND RHF HOUSING, INC.**

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3RD AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

DELAND RHF HOUSING, INC.

(A Florida Not For Profit Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

1. Deland RHF Housing, Inc. (the "Corporation"), is a corporation not for profit, incorporated under the laws of the State of Florida, pursuant to the Florida Not For Profit Corporation Act (the "Act").
2. The Corporation's Articles of Incorporation were filed with the Secretary of State of the Florida Department of State on the 21st day of August, 2001.
3. The Corporation's Articles of Incorporation are hereby amended and restated (the "Amended and Restated Articles of Incorporation") as follows:

ARTICLE I.
NAME

The name of this Corporation shall be: Deland RHF Housing, Inc.,

ARTICLE II.
PRINCIPAL OFFICE

The principal office of this Corporation shall be located at the following address:

911 N. Studebaker Road
Long Beach, CA 90815

ARTICLE III.
PURPOSE

This Corporation is a "corporation not for profit" (as defined in the Act) and is not organized for the private gain of any person. The charitable and public purposes for which this Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) To provide 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) This Corporation and its property are irrevocably dedicated to and operated exclusively for charitable purposes meeting the requirements for exemption provided by Sections 196.1975 and 196.1977 of the Florida Statutes (as may be supplemented or amended from time to time), and no part of the net income or assets of this Corporation shall ever be distributed to, nor inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

ARTICLE IV. DURATION

The existence of this Corporation shall be perpetual.

ARTICLE V. CORPORATE POWERS

This Corporation is empowered:

- (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 III (a) hereof.
- (b) To borrow money, accept capital advances and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure same by mortgage, pledge or other lien on this Corporation's property.
- (c) To do and perform all acts reasonably necessary to accomplish the purposes of this Corporation, including the execution of a Regulatory Agreement with the Secretary of the U.S. Department of Housing and Urban Development, its successors in interest or assigns (the "Secretary") and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of project rental assistance by the Secretary. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a deed of trust on the Corporation's property is held by the Secretary.

ARTICLE VI. MANAGEMENT OF CORPORATE AFFAIRS

- (a) This Corporation shall have ten (10) directors. The term the directors shall serve is set forth in the Bylaws.
- (b) During the annual meeting, Retirement Housing Foundation, a California nonprofit public benefit corporation ("RHF"), shall be designate six (6) Directors and Towers of Jacksonville, Inc. shall designate four (4) Directors.
- (c) The officers of this Corporation, as provided by the Bylaws, shall be elected by the directors of this Corporation in the manner therein set out, and shall serve until their successors are elected and have qualified.
- (d) The directors shall elect the regular officers of this Corporation at the annual meeting of directors for a term of one (1) year.
- (e) The annual meeting shall be held at the time set forth in the Bylaws of this Corporation.
- (f) The directors shall serve without compensation.

ARTICLE VII. MEMBERS

This Corporation has no members.

ARTICLE VIII. BYLAWS

Bylaws of this Corporation, may be adopted or amended by the directors at any regular meeting or at any special meeting called for that purpose so long as they are not inconsistent with the provisions of these Amended and Restated Articles of Incorporation or of the Regulatory Agreement between the Corporation and the Secretary pursuant to Article III and Article V (c) hereof.

ARTICLE IX. DISSOLUTION AND DISTRIBUTION OF ASSETS

In the event of the dissolution of the Corporation or winding up of its affairs, or other liquidation of its assets, all of its assets remaining after paying or adequately providing for the debts and obligations of the Corporation pursuant to a Plan of Distribution of Assets (as defined under Section 617.1406 of the Act) as adopted by the Corporation, shall be conveyed or distributed only to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes similar to the purposes set forth in Article III (a) of these Amended and Restated Articles of Incorporation meeting the requirements for exemption provided by the Act, other than one created for religious purposes, and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code; provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary for a public purpose.

ARTICLE X. CHARITABLE PURPOSES

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, this Corporation, shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision 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 (or the corresponding provision of any future United States Internal Revenue Law).

No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this Corporation, participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XI. CONSENT AND APPROVAL

These Amended and Restated Articles of Incorporation may not be amended without the prior written approval of the Sponsor.

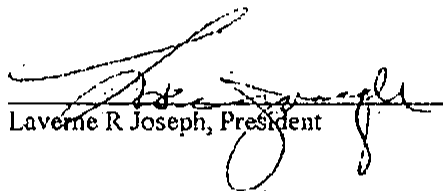
ARTICLE XII.
REGISTERED OFFICE AND AGENT

Until otherwise provided, the name of this Corporation's registered agent and office for service of process is:

NRAI Services, Inc.
1200 South Pine Island Road
Plantation, FL 33324

The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of this Corporation.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 22nd day of February, 2016.


Laverne R. Joseph, President


Deborah J. Stouff, Secretary