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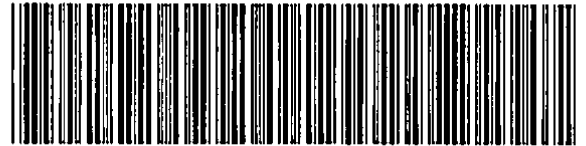
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

2019 APR 30 PM 1:01

FILED

MAY 10 2019
T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ONIC-SENIOR AFFORDABLE HOUSING, INC.

DOCUMENT NUMBER: N01000008820

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Edward A. Storey III

(Name of Contact Person)

Storey Law Group, P.A.

(Firm/ Company)

3670 Maguire Blvd., Suite 200

(Address)

Orlando, FL 32803

(City/ State and Zip Code)

estorey@storeylawgroup.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Edward A. Storey III

407

488-1225

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ONIC-SENIOR AFFORDABLE HOUSING, INC.**
(A Corporation Not For Profit)

FILED

2019 APR 30 P 1:01

RECEIVED
FALLAHALL, FLORIDA

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, **ONIC-SENIOR AFFORDABLE HOUSING, INC.**, a Florida not for profit corporation (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation (the "Amended and Restated Articles"):

1. The present name of the Corporation is **ONIC-SENIOR AFFORDABLE HOUSING, INC.**
2. The Corporation was incorporated on December 18, 2001 by the filing of Articles of Incorporation with the Florida Department of State (the "Original Articles").
3. The Original Articles were restated on July 31, 2002 by the filing of Restated Articles of Incorporation with the Florida Department of State (the "First Restated Articles of Incorporation") (the Original Articles and the First Restated Articles are hereinafter referred to as the "Prior Articles").
4. These Amended and Restated Articles, which did not require member approval, were approved and adopted by the Board of Directors on March 28, 2019, and supersede the Prior Articles and any amendments thereto.
5. The Prior Articles are hereby amended and restated in their entirety as follows:

Article I. NAME

The name of the Corporation is **ONIC-SENIOR AFFORDABLE HOUSING, INC.**, a Florida not-for-profit corporation (hereinafter referred to as "Corporation"), organized pursuant to the "Florida Not For Profit Corporations Act", Chapter 617, Florida Statutes.

Article II. CORPORATE PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 26 USC §501(c)(3) or corresponding section of any future federal tax code.

General Purpose. The general purpose for which this Corporation is formed and the powers which it may exercise are set forth in these Amended and Restated Articles of Incorporation. More specifically, the Corporation is formed for the purposes of:

- a. benefitting the communities and residents in the state of Florida by fostering increased affordable housing opportunities for its citizens;
- b. to foster the provision of affordable and mixed-income housing, including low-income housing; and
- c. preservation and revitalization of neighborhoods.

This Corporation is intended to be an "exempt organization" as defined in 26 USC §501(c)(3) and organized and operated exclusively for the aforesaid charitable purposes, and further, the Corporation shall hold title to property, operate and maintain such property, collect rents, issue and profits from such property, pay the costs and expenses associated with the ownership of such property and periodically turn over the rents, issues and profits from the property, less expenses, to Orlando Neighborhood Improvement Corporation, Inc., as long as it is an organization which is exempt under 26 USC §501(c)(3) or corresponding section of any future tax code, and, if such corporation is not so exempt, then to any organization or organization that qualifies as exempt under 26 USC §501(c)(3) or corresponding section of any future federal tax code. This Corporation is intended to be an affiliated organization of Orlando Neighborhood Improvement Corporation, Inc., which shall be a central organization, both as more particularly described in the Regulations promulgated in connection with 26 USC §501(c).

This Corporation has been incorporated at the direction of and is sponsored by Orlando Neighborhood Improvement Corporation, a Florida not for profit corporation. This Corporation shall not be controlled by nor be subject to the direction of individuals or entities which primarily seek to profit from the operation and assets of this Corporation, except that its sponsor may receive distributions as provided in the preceding paragraph.

Article III. INCORPORATOR AND DURATION

Section 1. Incorporator. The name and address of the Incorporator of this Amended and Restated Articles of Incorporation is as follows:

Edward A. Storey III
3670 Maguire Blvd.
Suite 200
Orlando, Florida 32803

Section 2. Duration. The term of existence of the Corporation shall be perpetual.

Article IV. PLACE OF BUSINESS, REGISTERED AGENT, TERRITORY

Section 1. Place of Business. The Corporation shall have its principal place of business at 101 S. Terry Avenue, Orlando, FL 32805. The mailing address of the Corporation shall be 101 S. Terry Avenue, Orlando, FL 32805. The Office may be moved to any other location by the Board of Directors.

Section 2. Registered Agent. The name and address of the Registered Agent of the Corporation, upon whom service of process may be made:

Storey Law Group, P.A.
c/o Edward A. Storey III
3670 Maguire Blvd.
Suite 200
Orlando, Florida 32803

Section 3. Territory. The territory in which the operations of the corporation are to be principally conducted shall be set forth in the Bylaws.

Article V. OFFICERS

Section 1. Officers. The day-to-day affairs of the Corporation shall be managed by a President, Vice-President, Secretary, and Treasurer. The officers shall be elected and shall hold office in accordance with the procedures set forth in the Bylaws.

Section 2. Qualifications. The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office, and the manner of removing officers shall be in accordance with the procedures set forth in the Bylaws.

Article VI. MEMBERSHIP

Section 1. Qualification, Number, Termination, and Vacancies. Qualification, Number, Termination, and Vacancies shall be as provided by the Bylaws of the Corporation.

Section 2. Members. The Members of this Corporation following the adoption of these Articles of Amendment to Articles of Incorporation shall be those individuals who are then serving as Directors of Orlando Neighborhood Improvement Corporation, Inc.

Article VII. BOARD OF DIRECTORS

Section 1. Board of Directors. The overall affairs of the Corporation shall be managed by a Board of Directors. The Board shall consist of not less than five (5) or more than fifteen (15) persons and the number of Directors of this Corporation shall equal the same number of Directors there are for Orlando Neighborhood Improvement

Corporation, Inc. Directors shall be elected or removed in accordance with the procedures set forth in the Bylaws of the Corporation, provided however, that the person who is elected as director of Orlando Neighborhood Improvement Corporation, Inc. or who has resigned as a Director of Orlando Neighborhood Improvement Corporation, Inc. or who is removed as a Director of Orlando Neighborhood Improvement Corporation, Inc. shall be deemed elected, resigned or removed as a Director of this Corporation.

- Section 2. Membership. At least one-third of the members of the Board of Directors shall be (a) residents of low-income neighborhoods in Florida, (b) other low-income community residents in Florida, or (c) elected representatives of low-income neighborhood organizations.

Article VIII. BYLAWS AND AMENDMENTS TO THE ARTICLE OF INCORPORATION

- Section 1. Bylaws. The Bylaws of the Corporation shall regulate the conduct of affairs of the Corporation. The Bylaws shall be made, altered, or rescinded by a majority vote of the entire Board of Directors; provided that notice thereof, which shall include the text of any proposed Bylaw change, has been furnished in writing to each Director of the Corporation in the manner set forth in the Bylaws prior to the meeting at which such alteration to the Bylaws is to be voted upon, provided however, that nothing in the Bylaws or an amendment thereto, shall conflict with any provision of the Articles of Incorporation or Bylaws of Orlando Neighborhood Improvement Corporation, Inc., as from time to time amended.
- Section 2. Articles of Incorporation. The Articles of Incorporation of this Corporation may be altered or amended at a regular or special meeting of the Directors of the Corporation called for that purpose, provided however, that nothing in the amendment to these Articles of Incorporation, shall conflict with any provision of the Articles of Incorporation or Bylaws of Orlando Neighborhood Improvement Corporation, Inc., as from time to time amended. Any amendment shall be approved by a majority vote of the entire Board of Directors. Notice of the proposed amendment shall be provided to all Directors in accordance with the Bylaws and include the written text of the proposed changes. Upon the adoption of any amendment to these Articles, the Corporation shall comply with Florida Statutes regarding amendments to articles of incorporation for corporation not for profit.

Article IX. POWERS AND RESTRICTIONS

- Section 1. Powers. The Corporation is authorized and empowered to do all things necessary to carry on and accomplish the purposes for which it is organized and chartered, including authority and power:

- a. To enter into, make, and perform contracts of every kind and description;
- b. To borrow or raise monies for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments, and evidence of indebtedness, and to secure payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.
- c. To lend to any person, firm, or corporation any of its funds.
- d. To have one or more offices and to purchase or otherwise acquire, hold, own mortgage, sell, convey, or otherwise dispose of real and personal property.
- e. To exercise all powers permitted under Florida law and Federal legislation, and all powers given to corporations not for profit under Florida law which are too inconsistent with federal law.

Article X. GENERAL

- Section 1. Income and Assets. All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purpose.
- Section 2. Capital Stock and Income. This Corporation shall have no capital stock and shall pay no dividends to its Incorporators, Directors, Officers, or Members. In addition, no part of the income of the Corporation shall inure to the benefit of or be distributed to its Members or Directors; or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation or consideration for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation, including persons selling real or personal property or services to the Corporation.
- Section 3. Limitations. The Corporation shall not:

Attempt to influence legislation as substantial part of its activities;

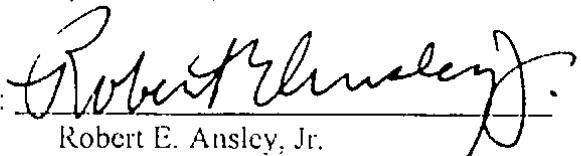
Allow any part of its net income to inure to the benefit of Officers, Directors, or Members of the Corporation, or to any other individuals, except in the furtherance of its expressed purposes and by approval of the Board of Directors.

Participate to any extent in any political campaign for or against any candidate for public office;

Conduct any activities not permitted to be carried on by organizations exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

Section 4. Dissolution. Upon dissolution of the Corporation, all of its assets remaining after payment of all liabilities, costs, and expenses of such dissolution shall be distributed first to Orlando Neighborhood Improvement Corporation, Inc., if it exists at the time of the dissolution of the Corporation and qualifies as an exempt organization under 26 USC §501(c)(3) or corresponding section of any future federal tax code, and, if not then existing and qualifying as an exempt organization, then to one or more organizations which are then qualified as exempt under 26 USC §501(c)(3) or any future federal tax code, or to the Federal government, or to a state or local government, for a public purpose. Any such remaining assets not disposed of as provided above shall be disposed of by a court of competent jurisdiction located in Orange County, Florida, exclusively for one or more exempt purposes within the meaning of 26 USC §501(c)(3) or corresponding section of any future federal tax code, or to any organization or organizations which are organized and operated exclusively for such purposes. None of the assets shall be distributed to any Member, Director, or Officer of this Corporation or to any private individual.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 28th day of March, 2019.

By: 
Robert E. Ansley, Jr.
President

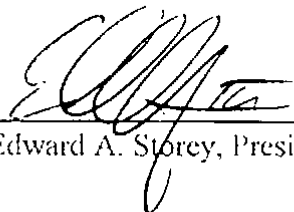
**ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article IV of the foregoing Amended and Restated Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this 28th day of March, 2019.

REGISTERED AGENT:

STOREY LAW GROUP, P.A.
a Florida professional association

By: 
Edward A. Storey, President