

N04000008714

Cypress Grove
(Requestor's Name)

12443 San Jose Blvd
(Address)

Suite 604
(Address)

Jacksonville FL 32223
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

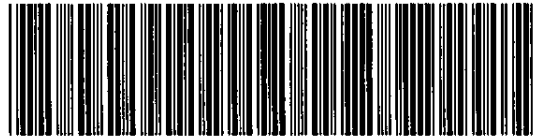
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300242893473

01/30/13--01003--011 **35.00

Amel

FEB 05 2013

R. WHITE

FILED
13 FEB - 1 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 2, 2013

CINDY KOEHLER
HOUSING PRESERVATION TRUST INC
941 N. MERIDIAN
INDIANAPOLIS, IN 40204 US

SUBJECT: HOUSING PRESERVATION TRUST, INC.
Ref. Number: N04000008714

We have received your document for HOUSING PRESERVATION TRUST, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6820.

Rebekah White
Regulatory Specialist

Letter Number: 113A00000056

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Housing Preservation Trust Inc

DOCUMENT NUMBER: N04000008714

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

Please return all correspondence concerning this matter to the following:

Cindy Koehler

Name of Contact Person

Buckingham CO.

Firm/ Company

941 N. Meridian

Address

Indianapolis, IN 40204

City/ State and Zip Code

Cindy.Koehler@buckingham-co.com

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

For further information concerning this matter, please call:

C.J. Maier

Name of Contact Person

at (954) 733-5574

Area Code & Daytime Telephone Number

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

☒ \$35 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)

RECEIVED

13 JAN -2 AM 9:02

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

Articles of Amendment
to
Articles of Incorporation
of

Housing Preservation Trust INC
(Name of Corporation as currently filed with the Florida Dept. of State)

NO4000008714
(Document Number of Corporation (if known))

FILED
FEB - 1
PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change

☒ Remove

☒ Add

PT

John Doe

V

Mike Jones

SV

Sally Smith

Type of Action
(Check One)

Title

Name

Address

1) ☐ Change

D

Mike Moses

12443 SAN Jose Blvd

☐ Add

Suite 604

☒ Remove

JACKSONVILLE, FL

32223

2) ☐ Change

D

JAY MASSERMAN

801 Arthur Good Gray Rd

☐ Add

Suite 201

☒ Remove

MIAMI BEACH, FL 33140

3) ☐ Change

D

Rhonda Baker Stanberry

7220 Parker School Rd

☐ Add

H 2

☒ Remove

JACKSONVILLE, FL 32211

4) ☐ Change

D

CINDY KOEHLER

941 N. MERIDIAN

☒ Add

Euclid, OH 44120

☒ Remove

5) ☐ Change

D

Star Storey

4020 Philmont Drive

☒ Add

Marietta, GA 30066

☐ Remove

6) ☐ Change

D

Theresa Farrington

941 N. Meridian

☒ Add

Rocky

Euclid, OH 44120

☐ Remove

44120

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Page 3 of 4

**WRITTEN ACTION BY UNANIMOUS CONSENT
OF THE DIRECTORS OF
HOUSING PRESERVATION TRUST, INC.**

Pursuant to the authority of Section 617.0821 of the Florida Not-For-Profit Corporation Act and Article II, Section 15 of the Bylaws of Housing Preservation Trust, Inc., the undersigned, being all the members of the board of directors of Housing Preservation Trust, Inc., a Florida non-profit corporation (the "Corporation") do hereby affirmatively vote for, consent to, adopt, and approve the following recitals and resolutions by written consent:

WHEREAS, the Corporation is the sole member of HPT-Cypress Grove, LLC, which is the General Partner of HPT-Cypress Grove Associates, Ltd., a Florida limited partnership (the "Partnership").

WHEREAS, the undersigned have reviewed a copy of that Unanimous Written Consent of the Board of Directors of the Corporation and of the Managers of the General Partner dated August 16, 2011 (hereinafter referred to as the "Unanimous Written Consent").

WHEREAS, pursuant to that Unanimous Written Consent, Michael Moses and Jay Massirman were elected to the Board of Directors of the Corporation and were appointed managers of the General Partner.

WHEREAS, notwithstanding the foregoing, the undersigned wish to elect Cindy Koehler, Star Storey and Theresa Farmington Rhodes as directors, and Michael Moses, Rhonda Baker-Stansberry, and Jay Massirman wish, to resign from the Board of Directors of the Corporation.

BE IT RESOLVED, that Cindy Koehler, Star Storey and Theresa Farmington Rhodes are hereby elected to the Housing Preservation Trust, Inc. Board of Directors.

BE IT FURTHER RESOLVED, that Michael Moses, Rhonda Baker-Stansberry, and Jay Massirman hereby resign as directors from the Housing Preservation Trust, Inc. Board of Directors.

BE IT FURTHER RESOLVED, that the Corporation shall take all actions as necessary to effectuate the resignations of Michael Moses and Jay Massirman as managers of HPT-Cypress Grove, LLC.

BE IT FURTHER RESOLVED, that all agreements entered into, actions taken and all decisions and statements made by any officer, agent or director of the Corporation since August 16, 2011 through the date hereof with respect to or in connection with the Corporation are hereby ratified, confirmed and approved in all respects, provided such agreements entered into, actions taken or decisions or statements made were made in good faith and believed to be in the best interests of the Corporation.

taken or verified or statements made were made in good faith and believed to be in the best interest of the Corporation.

The foregoing resolutions shall be entered into the minutes of the proceedings of the Board of Directors of Housing Preservation Trust, Inc. pursuant to Article II, Section 15 of its Bylaws.

IN WITNESS WHEREOF, the undersigned do hereby certify the forgoing as of the

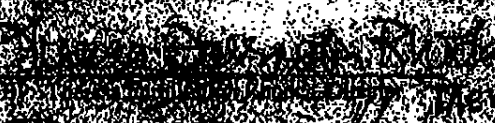
26th day of June, 2012.

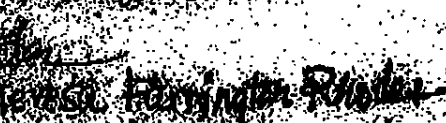

Michael J. Dwyer, Director

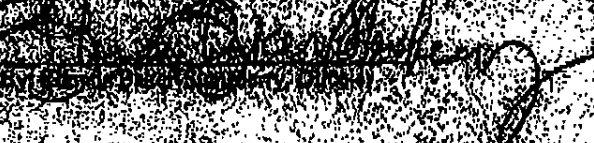

Michael J. Dwyer, Director


Michael J. Dwyer, Director


Michael J. Dwyer, Director


Michael J. Dwyer, Director


Michael J. Dwyer, Director


Michael J. Dwyer, Director

The date of each amendment(s) adoption: June 26th, 2012

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

Dated 7/31/12

Signature [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)

C. J. Mait Agent for Owner
(Typed or printed name of person signing)

Regional Vice President
(Title of person signing)