

NO8823

ROGERS, TOWERS, BAILEY, JONES & GAY

(Requestor's Name)

106 South Monroe St. - 2nd Floor

(Address)

Tallahassee, FL 32301 222-7200

(City, State, Zip)

(Phone #)

Call Pac if problems. @ 222-7200

OFFICE USE ONLY

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*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known)

1. Northside Properties, Inc III
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 7/29
☐ Mail out ☐ Will wait ☐ Photocopy

FILED
JUL 29 1997
TALLAHASSEE, FLORIDA
CLERK OF STATE
Certificate of Status

RECEIVED

97 JUL 23 PM 3:28

NEW FILINGS
<input type="checkbox"/> Profit
<input type="checkbox"/> NonProfit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

AMENDMENTS
<input checked="" type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A. Officer/Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Merger

OTHER FILINGS
<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

REGISTRATION/ QUALIFICATION
<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement

* Return a filed stamped copy.
Thanks.
7/29
gog
Amended & Restated

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
NORTHSIDE PROPERTIES, INC. III97 JUL 28 PM 4:14

FILED

ARTICLE I

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(a) The name of the Corporation is NORTHSIDE PROPERTIES, INC. III referred to as "the Corporation."

ARTICLE II

The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law (the "Code"), or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped 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) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

The 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 II hereof, but solely in connection with the project assisted under Section 202 of the housing act of 1959, as amended.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such Regulatory Agreements and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

The number of directors (trustees) of the Corporation shall be at least seven (7) and not more than fifteen (15), the precise number being determined by the members in accordance with the By-Laws. All directors (trustees) shall be elected by the members of the Corporation from the membership. The directors (trustees) of the Corporation must, at all times, be members of the Corporation. No non-member of the Corporation may sit as a director (trustee). The affairs of the Corporation will be managed by a President, Vice President, Secretary and Treasurer.

The directors (trustees) shall serve without compensation.

Membership in the Corporation shall, at all times, be limited to individuals who are either (1) Board of Directors members of the Finance Committee of Northside Mental Health Center, Inc., or (2) employees of Northside Mental Health Center, Inc., in the following management positions: Executive Director, Associate Director, Controller, Senior Staff Accountant of Northside Mental Health

Center, Inc. If a member ceases to be a director or one of the four named employees of Northside Mental Health Center, Inc., then, in either event, such shall constitute automatic resignation as a member and director of the Corporation.

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors (trustees) of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors (trustees) shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person, and need not be a director (trustee) of the Corporation.

The annual meeting shall be held on the third Thursday in November of each year.

ARTICLE V

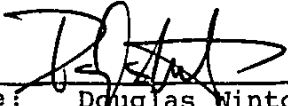
By-Laws of the Corporation may be adopted, altered or rescinded by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof. These Articles of Incorporation may be amended at a general or special meeting of the Board of Directors called for that purpose, by a majority vote of those present.

ARTICLE VI

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors on July 8, 1997. The members of the Corporation are not entitled to vote on amendments to the corporate charter; therefore, member approval is not required.

I hereby certify that the above statements are true.


Name: Douglas Winton
Title: Secretary, Board of Directors

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