N09247

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

**Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FILED
10 DEC -2 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN
DADE COUNTY VOA ELDERLY HOUSING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06 7
Estimated Charge	$43.75

Amend.

12-7-10

DC

December 2, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DADE COUNTY VOA ELDERLY HOUSING, INC.
VOLUNTEERS OF AMERICA, INC.
1660 DUKE STREET
ALEXANDRIA, VA 22314US

SUBJECT: DADE COUNTY VOA ELDERLY HOUSING, INC.
REF: N09247

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H10000259109
Letter Number: 410A00028081

PRE-SUBMIT
Please retain original filing
date of submission 12/2

RECEIVED
10 DEC -7 AM 8:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P.O BOX 6327 – Tallahassee, Florida 32314

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Dade County VOA Elderly Housing, Inc.

DOCUMENT NUMBER: N09247

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

Please return all correspondence concerning this matter to the following:

Scott Fireison
(Name of Contact Person)

Pepper Hamilton LLP
(Firm/ Company)

600 Fourteenth Street, N.W.
(Address)

Washington, DC 20005
(City/ State and Zip Code)

fireisons@pepperlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Scott Fireison at (202) 220-1572
(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:

☐ $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)

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

FILED
DEC -2 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Dade County VOA Elderly Housing, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N09247
(Document Number of Corporation (if known)

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: _____

New Registered Office Address: _____ *(Florida street 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)

Title	Name	Address	Type of Action
			☐ Add ☐ Remove
			☐ Add ☐ Remove
			☐ Add ☐ Remove

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

See attached.

The date of each amendment(s) adoption: November 3, 2010
(date of adoption is required)

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 11/5/2010

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)

David Bowman
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

FIRST AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION OF DADE COUNTY VOA ELDERLY HOUSING, INC.

This First Amendment to Amended and Restated Articles of Incorporation of Dade County VOA Elderly Housing, Inc. (the "Corporation"), was adopted at a meeting of the Board of Directors of the Corporation, duly held on November 3, 2010:

FIRST: Section c. of ARTICLE XII is amended and restated in its entirety as follows:

"c. Any new entity with control over the Corporation, must agree to be bound by the note, mortgage/deed of trust, security agreement, Debt Service Savings Agreement, Use Agreement, Regulatory Agreement and any other documents required in connection with the HUD-insured loan (the "HUD Loan Documents") to the same extent and on the same terms as the other members."

SECOND: That said amendment was duly authorized and adopted by the Board of Directors of the Corporation, and the Assistant Secretary of the Corporation was directed to certify and file this amendment with the Amendment Section, Division of Corporations, Florida Department of State, and be inserted in the minute book of the Corporation.

IN WITNESS WHEREOF, the undersigned hereby certifies that the facts hereinabove stated are true and that the execution hereof is his/her voluntary act and deed and the voluntary act and deed of said Corporation.

Dated this 5th day of November, 2010

DADE COUNTY VOA ELDERLY HOUSING, INC.

BY: _____
David T. Bowman, Assistant Secretary

~~STATE~~ Commonwealth OF Virginia)
~~COUNTY~~ City OF Alexandria) ss

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by David T. Bowman, who is personally known to me.

_____
Notary Public

My commission expires 11/30/2013.

Commonwealth of Virginia
Joanna S. Guzzetta - Notary Public
Commission No. 284687
My Commission Expires 11/30/2013