

N11653

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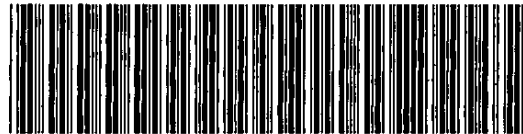
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TALLAHASSEE, FLORIDA

LAW OFFICES  
**WILLIAMS, SMITH & SUMMERS, P.A.**

380 WEST ALFRED STREET  
TAVARES, FLORIDA 32778-3298

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November 14, 2006

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314


Re: **Restated Articles of Incorporation of Florida Council for Affordable and Rural Housing, Inc.**

Dear Sirs:

Enclosed are the original and one copy of the Restated Articles of Incorporation for Florida Council for Affordable and Rural Housing, Inc. If the restated articles meet with your approval, please file them and return the copy to our office with a stamp showing that it has been filed. I have also enclosed this law firm's check in the amount of \$35.00 to cover your fee for filing the articles.

Thank you for your cooperation in this matter.

Sincerely,



Gary L. Summers

GLS/ds

Enclosures

RESTATED ARTICLES OF INCORPORATION

OF

FLORIDA COUNCIL FOR AFFORDABLE AND RURAL HOUSING, INC.

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TALLAHASSEE, FLORIDA

The Articles of Incorporation for Florida Council for Affordable and Rural Housing, Inc., were filed with the Florida Secretary of State on October 18, 1985, under Document No. N11653. The original name of the corporation was "Florida Council for Rural Housing and Development, Inc." Through Articles of Amendment filed on August 7, 1995, the name of the corporation was changed to "Florida Council for Rural and Affordable Housing, Inc." Through Articles of Amendment filed on September 11, 1995, the name of the corporation was changed to its current name, "Florida Council for Affordable and Rural Housing, Inc." Pursuant to Section 617.1007, Florida Statutes (2006), the corporation hereby files these Restated Articles of Incorporation.

1. The following provisions shall constitute the Restated Articles of Incorporation for the corporation:

ARTICLE I

Name of Corporation; Address

The name of this corporation shall be FLORIDA COUNCIL FOR AFFORDABLE AND RURAL HOUSING, INC. The principal office and mailing address of the corporation shall be 250 North Belcher Road, Suite 100, Clearwater, Florida 33765.

ARTICLE II

Purposes and Powers

a. General Purpose. The corporation is organized for the purpose of serving and promoting the common interests of those persons, firms, and entities actively engaged in providing services with reference to the development and management of affordable and rural multi-family and single-family housing.

b. Specific Purposes. The specific purposes for which the corporation is organized, in order to carry out the general purpose stated above, are as follows:

1. To educate members of the corporation regarding the requirement for rural housing and development programs administered by federal and state governmental agencies.

2. To keep the members of the corporation informed of legislative and administrative changes affecting rural housing and development programs administered by federal and state governmental agencies.

3. To represent the interests of the members of the corporation before appropriate legislative and administrative bodies in the formulation of policy for rural housing and development.

4. To sponsor and promote the research and study of legislation and regulations governing the financing and operation of rural housing and development programs administered by federal and state governmental agencies.

5. To promote professionalism within the rural development industry through cooperation and exchange of information among members of the corporation.

6. To promote cooperation with the United States Department of Agriculture-Rural Development, and other federal and state governmental agencies that may provide technical service or guidance in the operation of rural housing and development programs.

7. To inform the public about the benefits derived from governmental programs which assist housing and development in rural areas.

8. To take such actions, engage in such activities, or do such things as shall be necessary and proper to promote the interests of rural housing and development programs.

9. To operate as a corporation not-for-profit pursuant to Chapter 617, Florida Statutes.

c. Powers. To carry out the general and specific purposes set forth in this Article II, the corporation shall have those rights, powers and duties given to not-for-profit corporations in Chapter 617, Florida Statutes. The corporation also shall have those powers and duties set forth in the Bylaws for this corporation.

### ARTICLE III

#### Duration

The existence of the corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida, Tallahassee, Florida. The corporation shall exist in perpetuity.

### ARTICLE IV

#### Membership and Voting

The members of this corporation, including the various classes of membership, and the voting rights of members shall be as set forth in the Bylaws of this corporation.

### ARTICLE V

#### Board of Directors

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors who shall serve on the board shall never be less than three. The number of directors may be increased or decreased in the

manner provided for in the Bylaws; provided, however, that the number of directors shall at all times be an odd number. The qualifications for directors and the manner in which directors are elected or appointed shall be as stated in the Bylaws of the corporation. The names and addresses of the current directors of the corporation are as follows:

George E. Morris  
250 North Belcher Road, Suite 100  
Clearwater, Florida 33765

Thomas F. Flynn  
516 Lakeview Road, Suite 8  
Clearwater, Florida 33756

Pamela K. Borton  
1006 Grove Street  
Clearwater, Florida 33755

Crystal Haber  
300 West Dixie Avenue  
Leesburg, Florida 34748

Kevin T. Flynn  
516 Lakeview Road, Unit 8  
Clearwater, Florida 33756

Tashia Hale  
11635 NW 1 Avenue  
Gainesville, Florida 32607

Richard Miscuk  
1006 Grove Street  
Clearwater, Florida 33755

Steve Singleton  
1002 West 23<sup>rd</sup> Street, Suite 400  
Panama City, Florida 32405

Toni Stephens  
505 N. Boyd Street  
Winter Garden, Florida 34787

#### ARTICLE VI Non-Profit Nature

The corporation shall not exist or be operated for pecuniary profit. A dividend shall not be paid, and no part of the net earnings, the income or the profit of the corporation shall inure to the benefit of, or be distributable to the benefit of, or be distributable to, its members, directors, or officers. Notwithstanding the non-profit nature of the corporation as described in this article, the corporation shall be authorized and empowered to pay reasonable compensation to its members, directors and officers for actual services rendered to the corporation, may confer benefits upon its members in conformity with the corporation's purposes, and may reimburse its members for actual expenses incurred for or on behalf of the corporation, as permitted by Chapter 617, Florida Statutes, as said Act may be amended from time to time.

#### ARTICLE VII Registered Agent and Street Address

The address of this corporation's current registered office is 9835 N. 56<sup>th</sup> Street, Suite 200, Temple Terrace, Florida 33617, and the name of its current registered agent at said address is John McMillan.

## ARTICLE VIII

### Amendments

Amendments to these Articles of Incorporation shall be proposed and adopted in the manner set forth in Section 617.1002, Florida Statutes, as said section may be amended from time to time. Amendments which change the nature of the corporation or the purposes and powers of the corporation shall be approved by a majority of the Board of Directors and a majority of the members of the corporation. All other amendments shall require approval of a majority of the Board of Directors but shall not require the approval of the members.

## ARTICLE IX

### Indemnification

Every director and every officer of the corporation shall be indemnified by the corporation to the fullest extent permitted by law, as stated more particularly in the Bylaws of the corporation.

## ARTICLE X

### Earnings, Activities and Distribution of Assets

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

(b) No substantial part of the activities of the corporation shall be 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 any candidate for public office.

(c) Upon dissolution of the corporation, the board of directors, after paying or making provision for the payment of all liabilities of the corporation, shall dispose of the assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations organized and operated exclusively for the purposes for which the corporation has been formed, or to one or more charitable, educational, religious or scientific organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, as the board of directors shall determine, or to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that

are not in furtherance of the purposes of this corporation.

2. The foregoing Restated Articles of Incorporation contain amendments that require approval of the members of the corporation. All of the amendments contained in the foregoing Restated Articles of Incorporation were duly adopted by the Board of Directors and the members of the corporation on the 11<sup>th</sup> day of September, 2006.

3. The number of votes cast by the members and the directors was sufficient for approval of all of the amendments included in the foregoing Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned president and secretary of this corporation have executed these Restated Articles of Incorporation this 27 day of September, 2006.

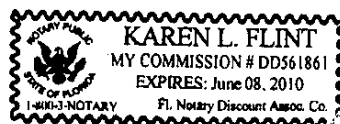
FLORIDA COUNCIL FOR AFFORDABLE  
AND RURAL HOUSING, INC.

By: [Signature]  
Thomas F. Flynn, President

By: [Signature]  
George E. Morris, Secretary

STATE OF FLORIDA  
COUNTY OF Pinellas

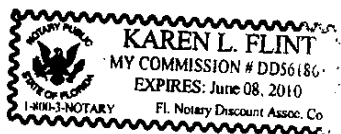
The foregoing instrument was acknowledged before me this 27 day of September, 2006, by Thomas F. Flynn, President [☒] who is personally known to me or [ ] who has produced \_\_\_\_\_ as identification.



Karen L. Flint  
Notary Public  
KAREN L. FLINT  
Printed Notary Signature  
My Commission Expires: 6/8/2010

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24 day of OCTOBER, 2006, by George E. Morris, Secretary [☒] who is personally known to me or [ ] who has produced \_\_\_\_\_ as identification.



Karen L. Flint  
Notary Public  
KAREN L. FLINT  
Printed Notary Signature  
My Commission Expires: 6/8/2010