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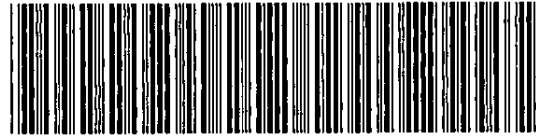
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*Amended And
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JUN 06 2012

T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **OHA MANAGEMENT, INC.**

DOCUMENT NUMBER: **N12000003340**

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

Please return all correspondence concerning this matter to the following:

Ricardo L. Gilmore, Esq.

(Name of Contact Person)

Housing Authority of the City of Orlando

(Firm/ Company)

301 N. Bumby Avenue

(Address)

Orlando, Florida 32803

(City/ State and Zip Code)

Vivian.Bryant@orl-oha.org

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

For further information concerning this matter, please call:

Ricardo L. Gilmore

(Name of Contact Person)

at (**813**) **314-4500**

(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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
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(Additional copy is
enclosed) | <input checked="" 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
OHA MANAGEMENT, INC.**

I, the undersigned, being an officer of *OHA MANAGEMENT, INC.*, a Florida not for profit corporation, hereby file the following Amended and Restated Articles of Incorporation, that comply with the requirements of Florida Statutes Chapter 617 (Florida Not For Profit Corporation Act):

ARTICLE I- NAME

The name of the Corporation is *OHA MANAGEMENT, INC.*, a Florida not for profit corporation (hereinafter the "Corporation").

**ARTICLE II- REGISTERED OFFICE AND AGENT AND
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The registered office of the Corporation shall be located at Fifth Third Plaza, 201 East Kennedy Boulevard, Suite 600, Tampa, Florida 33602, and the initial registered agent of the Corporation at that address shall be Ricardo L. Gilmore, Esquire.

The principal place of business and the mailing address of the Corporation shall be: *OHA MANAGEMENT, INC.*, 390 North Bumby Avenue, Orlando, FL 32803.

ARTICLE III - PURPOSE

The purposes of the *Corporation* shall be to:

- a) Promote and advance quality decent, safe and sanitary affordable housing for persons of low and moderate income and to engage in or assist in the development or operation of affordable housing for persons of low and moderate income, including families, elderly and/or handicapped persons in the United States; to act as a instrumentality of the **Housing Authority of the City of Orlando** (hereinafter referred to as the "*Authority*") within the meaning of Section 3 (6) of the United States Housing Act of 1937, as amended, to be determined by the U.S. Department of Housing and Urban Development (hereinafter referred to as "*HUD*"), pursuant to 24 CFR, Part 811P, Subpart A, to act as a "public housing agency" within the meaning of 24 CFR, Part 811P, for the purpose of financing, assisting in financing, developing or assisting in developing, and/or acquiring real property and constructing and rehabilitating there own housing projects qualifying for assistance under Section 8 of the said Housing Act of 1937. All activities of the corporation, including the funds and assets thereof, shall be limited to such purposes;

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- b) Administer project-based Section 8 Contracts;
- c) Provide certain specific managerial functions of Section 8 administration for HUD in conjunction with the *Authority*, including but not limited to (1) conducting on-site management and occupancy reviews, (2) adjusting contract rents, (3) processing Housing Assistance Payments (hereinafter referred to as the "HAP"), (4) pay monthly vouchers for Section 8 owners, (5) respond to health and safety issues, (6) submit Section 8 budgets, revisions and year-end statements, (7) submit audits of the *Corporation's* financial condition to HUD, (8) review HAP contracts, (9) report the *Corporation's* operating plans and progress to HUD, (10) follow up on the results of physical inspections of Section 8 projects, and (11) follow up on Tenant Income Verification discrepancies;
- d) Operate throughout the entire State of Florida and the entirety of such other states, districts or territories of the United states of America, to accomplish all of the purposes set forth in these Articles of Incorporation, the bylaws, any executed ACC and any other organizational documents of the *Corporation*, as well as any amendments, addendums and/or modifications to said documents;
- e) Operate in a manner in which the *Authority* shall review and approve these Articles of Incorporation, the bylaws and any other organizational documents of the *Corporation*, as well as any amendments, addendums and/or modifications to said documents;
- f) Engage in or assist in the development or operation of public housing, within the meaning of Section 3(b)(6)(A) of the Housing Act of 1937;
- g) Operate in a manner in which the *Authority* shall review, authorize and approve any and all documents to be executed by and between the *Corporation* and HUD, including but not limited to the Annual Contributions Contract ("ACC"), and any and all amendments, addendums and/or modifications to said documents;
- h) Operate in a manner in which the *Authority* shall have the right to directly control and approve any and all operations of the *Corporation*, including but not limited to appointing all of the members of the Board of Directors of the *Corporation*, as provided further in these Articles of Incorporation and as provided by the bylaws of the *Corporation*;
- i) Accomplish its purposes as stated herein, in the Articles of Incorporation and as provided by the Not-For-Profit laws of the State of Florida and any applicable laws of other states in the United States, in conjunction with the *Authority*, and as a result thereof with the full consent and approval of the *Authority*;
- j) Operate in a manner in which the *Authority* shall have the right to take title to all property, real and/or personal, held by the *Corporation*, upon dissolution or

termination of the *Corporation*;

- k) Operate in any manner for such nonprofit, charitable and/or educational purposes as will qualify the Corporation as a charitable organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3);
- l) Exercise or performance by such organization of its charitable, educational or other purpose or function constituting the basis for its exemption) from a governmental unit or from direct or indirect contributions from the general public, the Corporation's organizers, corporations, foundations, and any other public or private sources;
- m) Generally perform any function necessary to engage in any lawful purpose or purposes not for pecuniary profit;
- n) Ensure that no part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth. 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;
- o) Ensure that notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ji) by an organization, contributions to which are deductible under Section 170(c)(2) of such Code as it now exists or as it may be amended;
- p) Ensure that the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding section of any other federal tax code;
- q) Ensure that the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code without providing for fair, adequate, and reasonable compensation;
- r) Ensure that the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code;
- s) Ensure that the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code;
- t) Ensure that the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.
- u) Have succession by its corporate name for the period set forth in its Articles of Incorporation;

- v) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- y) Adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "not for profit corporation,"
- z) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, if so voted by a majority of the Directors of the Corporation;
- aa) Adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;
- bb) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;
- cc) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district or possession of the United States or any foreign country;
- dd) Purchase, take, review, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- ee) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights' or interests thereunder or therein;
- ff) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;
- gg) Make loans and to purchase mortgages; notes or other interests in real estate from others to assist in the financing of the construction, development, rehabilitation or other acquisition and equipping of buildings and structures which may be utilized for low-rent housing and other civic purposes authorized by law;
- hh) Borrow funds necessary for the purposes of making loans, acquiring mortgages and financing or refinancing the cost of acquiring, rehabilitating, constructing, maintaining and operating such properties and facilities, the indebtedness for which borrowed money may be evidenced by securities of this corporation of any kind or character issued at any one or more times which may be either unsecured or secured by deed to secure debt, mortgage, trust deed, or other lien upon any part or all of the properties and assets at any time then or thereafter owned by or acquired by this corporation, provided that no obligations of this corporation shall be issued unless the Authority, not more than sixty (60) days prior to the date of issue of such obligations, shall have approved there terms and conditions of such obligations and shall have approved any substantial changes to the terms and conditions of the issuance prior to the date of issue;
- ii) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States,

- or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;
- jj) Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested;
 - kk) Make donations and work together with public or private entities to encourage and facilitate the provision of affordable housing opportunities to persons and families of low and moderate income, for the public welfare, and for religious, charitable, scientific, educational or other similar purposes;
 - ll) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and
 - mm) Establish that the above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes §617.0302 (Florida Not For Profit Corporation Act) which powers are included herein by reference, and the powers set forth in any other applicable laws of any other state in the United States.

ARTICLE IV - MEMBERS

The Corporation shall have no members and no stockholders.

ARTICLE V - EXISTENCE

The existence of the Corporation shall be perpetual.

ARTICLE VI - DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of seven (7) members, as provided for in the revised bylaws. The number of Directors may be raised or lowered by amendment of the bylaws, but shall in no case be less than seven (7). The manner of election shall be as provided by the bylaws. The names and addresses of the initial members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
<i>Ed. Carson</i> Chairperson	<i>390 North Bumby Avenue</i> <i>Orlando, Florida 32803</i>
<i>Vicki Brooks</i> Director	<i>390 North Bumby Avenue</i> <i>Orlando, Florida 32803</i>
<i>Brice L. Aikens</i> Director	<i>390 North Bumby Avenue</i> <i>Orlando, Florida 32803</i>
<i>John Webb</i> Director	<i>390 North Bumby Avenue</i> <i>Orlando, Florida 32803</i>

Brunilda Alfaro
Director

390 North Bumby Avenue
Orlando, Florida 32803

Robert Hartnett
Director

390 North Bumby Avenue
Orlando, Florida 32803

Anthony Robinson
Director

390 North Bumby Avenue
Orlando, Florida 32803

ARTICLE VII- BYLAWS

The bylaws of the Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by a majority of the entire Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE VIII- DISSOLUTION

Upon the dissolution or liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, make all remaining assets of the Corporation, including but not limited to the right to take title to all property, real and/or personal, held by the Corporation, available to the Authority, its lawful successors or assigns in the United States.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

NAME

Vivian Bryant
President/CEO

ADDRESS

390 North Bumby Avenue
Orlando, Florida 32803

ARTICLE X- AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority of the entire Board of Directors at any regular or special meeting called for that purpose.

ARTICLE XI- REVISIONS

These amendments to the original Articles of Incorporation, filed March 28, 2012, and any previous amendments thereto, shall revise and supersede Article I through Article X of the Articles of Incorporation, and any subsequent amendments thereto.

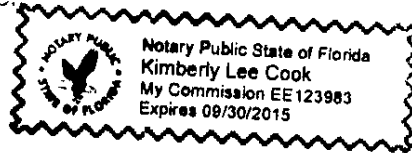
IN WITNESS OF THE FOREGOING, I hereby set my hand and seal this 1 day of June, 2012.

OHA MANAGEMENT, INC.

By: Vivian Bryant
Vivian Bryant, President/CEO

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1 day of June, 2012, by Vivian Bryant, and she executed the foregoing Articles of Incorporation as President/CEO of OHA MANAGEMENT, INC.



Kimberly Lee Cook
Notary Public, State of Florida
Print, Type or Stamp Name

Personally Known ☒ Type of Identification Produced _____ Or Produced Identification _____

CERTIFICATE

That OHA MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office at 390 North Bumby Avenue, Orlando, County of Orange, State of Florida 32803, has named Ricardo L. Gilmore, Esq., located at Fifth Third Plaza, 201 East Kennedy Boulevard, Suite 600, City of Tampa, County of Hillsborough, State of Florida 33602, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

Ricardo L. Gilmore
RICARDO L. GILMORE, ESQ.

SAXON | GILMORE

SAXON, GILMORE, CARRAWAY & GIBBONS, P.A.
Attorneys and Counselors at Law

201 E. KENNEDY BLVD., SUITE 600
TAMPA, FLORIDA 33602
phone 813.314.4500
fax 813.314.4555
www.saxongilmore.com

June 6, 2012

Secretary of State
State of Florida
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

DOCUMENT NO.:
N12000003340

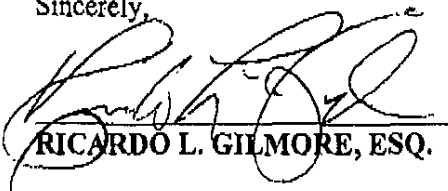
**RE: AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR OHA
MANAGEMENT, INC.**

Dear Sir of Madam:

Our firm serves as General Counsel for OHA Management, Inc. ("OMI"). Please be aware that the Board of Directors of OMI duly adopted the Amended and Restated Articles of Incorporation effective May 30, 2012. There are no members of the corporation and the Amended and Restated Articles of Incorporation were adopted by majority vote of the Board of Directors of OMI as provided by the Articles of Incorporation and the bylaws of OMI.

If you have any questions or require any further clarity on this issue, please feel free to contact me.

Sincerely,



RICARDO L. GILMORE, ESQ.

RLG/rg