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2018 SEP 19 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Manners Housing Foundation, Inc.

DOCUMENT NUMBER: N12000006053

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

Please return all correspondence concerning this matter to the following:

Lisa Manners

(Name of Contact Person)

The Manners Housing Foundation, Inc.

(Firm/ Company)

7490 W Chassahowitzka St

(Address)

Homosassa, FL 34448

(City/ State and Zip Code)

themannershousingfoundation@gmail.com

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

For further information concerning this matter, please call:

Lisa Manners

727

484-8996

at

(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:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input 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

Articles of Amendment
to
Articles of Incorporation
of

The Manners Housing Foundation, Inc.

FILED
2018 SEP 19 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FL

(Name of Corporation as currently filed with the Florida Dept. of State)

N12000006053

(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:

N/A

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)

7490 W Chassahowitzka St

Homosassa, FL 34448

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

7490 W Chassahowitzka St

Homosassa, FL 34448

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:

N/A

7490 W Chassahowitzka St

(Florida street address)

New Registered Office Address:

Homosassa

(City)

Florida 34448

(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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change	<u>P</u>	<u>Lisa M. Manners</u>	<u>7490 W Chassahowitzka St</u>
<input type="checkbox"/> Add			<u>Homosassa, FL 34448</u>
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change		<u>N/A</u>	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change		<u>N/A</u>	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change		<u>N/A</u>	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change		<u>N/A</u>	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change		<u>N/A</u>	
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

The Articles should be amended as follows (refer to restated articles in attachment for clarification on formatting):

The preamble should now read: "The Manners Housing Foundation, Inc., under Chapter 617 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code, submits the following Restated Articles of Incorporation."

Article I titled NAME should state: "The name of this corporation ("Corporation") shall be the following: THE MANNERS HOUSING FOUNDATION, INC." Article II titled PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

should state: "7490 W Chassahowitzka St Homosassa, FL 34448" Article III titled DURATION AND COMMENCEMENT OF EXISTENCE should state: "The Corporation shall have perpetual existence." Article IV titled PURPOSES should state:

"The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of I.R.C § 501(c)(3). In furtherance of such purposes, the Corporation shall be authorized: A. To encourage,

foster, and conduct programs that provide housing to homeless college students; B. To encourage, foster, and conduct

programs that provide counseling for debt management to homeless college students; C. To encourage, foster, and conduct

programs that provide counseling services to assist homeless college students acquire housing; D. To manage and maintain

any real or personal property owned by the Corporation; E. To manage and maintain any real or personal property leased by

the Corporation in accordance with the applicable lease agreement; F. To solicit and accept contributions of money and

property and to accept devices and bequests and all other monies and property made available by virtue of trusts,

endowments, deeds of gift, annuities, policies of insurance, or otherwise, and to use and administer such monies or

property for the furtherance of the Corporation's purposes; G. To do all acts and things requisite, necessary, proper, and

desirable to carry out and further the objects for which this Corporation is formed; and in general, to have all the rights,

privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this

character, including but not limited to the powers described in Fla. Stat. § 617.0302, subject however to the requirements of

I.R.C. § 501(c)(3) and to the other limitations provided in these Articles of Incorporation. It shall further be the purpose of

the Corporation to carry out the objectives of The Manners Housing Foundation, Inc. according to principles, policies, and

regulations set up by The Manners Housing Foundation, Inc." Article V titled DIRECTORS should state: "All corporate

E. *(continued)*

powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors (which number shall not be less than three at any time) shall be as provided in the Bylaws. The terms for which the Directors shall serve, and the method of election of directors, shall be as state in the Bylaws." Article VI titled DIRECTORS' OFFICERS' COMPENSATION AND INDEMNIFICATION should state: "A. Compensation. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless engaged by the Board of Directors as a member of the administrative staff of the Corporations. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount and are approved for payment in the manner provided by the Bylaws. Provide, however, that the Corporation shall make no payments that would constitute "self-dealing" as defined in I.R.C. § 4941(d). B. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation in the manner and to the extent provided in the Bylaws. C. Interest of Directors and Officers on Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are shareholders, partners, or employees, or in which they are interested, or between the Corporation and any corporation, association, or partnership of which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transactions and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors nevertheless shall authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors, officer or officers counted in determining whether a quorum is present but shall not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction that otherwise would be valid under the common and statutory law applicable thereto." Article VII titled PROHIBITED ACTIVITIES should state: "No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services rendered to the Corporation and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the Corporation's purposes as set forth herein. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in I.R.C. § 501(c)(3). 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. In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of I.R.C. § 509(a), the Corporation: Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by I.R.C. § 4942; Shall not engage in any act of self-dealing as defined in I.R.C. § 4941(d); Shall not retain any excess business holdings as defined in I.R.C. § 4943(c); Shall not make any investments in such manner as to subject it to tax under I.R.C. § 4944; and Shall not make any taxable expenditures as defined in I.R.C. § 4945(d). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization except for taxation under I.R.C. § 501(c)(3) or prohibited under Fla. Stat. § 617.0835." Article VIII titled DISPOSITION OF ASSETS should state: "In the event of the dissolution of the Corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets among one or more organization that are exempt under I.R.C. § 501(c)(3) and I.R.C. § 170(c)(2) as are engaged in activities if the type described in Article IV above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 determine that are organized and operated exclusively for such purposes."

E. *(continued)*

Article IX titled AMENDMENTS TO BYLAWS should state: "The power to adopt, alter, amend, or repeal the Bylaws of the Corporation shall be as provided in the Bylaws." Article X titled REGISTERD AGENT should state: "The street address of the registered office of the Corporation is 7490 W Chassahowitzka St, Homosassa, FL 34448, and the name of the initial registered agent of the Corporation at that address, who is authorized to receive service of process, is Lisa M. Manners, a Florida resident. IN WITNESS WHEREOF, I certify that the Board of Directors has duly adopted these Restated Articles of Incorporation as of this 14th day of September, 2018."

The date of each amendment(s) adoption: N/A, if other than the date this document was signed.

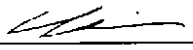
Effective date if applicable: 09/14/2018
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 09/14/2018

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)

Lisa M. Manners
(Typed or printed name of person signing)

Chairman of the Board of Directors
(Title of person signing)

RESTATED
ARTICLES OF INCORPORATION
FOR
THE MANNERS HOUSING FOUNDATION, INC.

The Manners Housing Foundation, Inc., under Chapter 617 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code, submits the following Restated Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation ("Corporation") shall be the following:

THE MANNERS HOUSING FOUNDATION, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

7490 W Chassahowitzka St
Homosassa, FL 34448

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSES

The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of I.R.C. § 501(c)(3). In furtherance of such purposes, the Corporation shall be authorized:

A. To encourage, foster, and conduct programs that provide housing to homeless college students;

B. To encourage, foster, and conduct programs that provide counseling for debt management to homeless college students;

C. To encourage, foster, and conduct programs that provide counseling services to assist homeless college students acquire housing;

D. To manage and maintain any real or personal property owned by the Corporation;

E. To manage and maintain any real or personal property leased by the Corporation in accordance with the applicable lease agreement;

F. To solicit and accept contributions of money and property and to accept devices and bequests and all other monies and property made available by virtue of trusts, endowments, deeds of gift, annuities, policies of insurance, or otherwise, and to use and administer such monies or property for the furtherance of the Corporation's purposes;

G. To do all acts and things requisite, necessary, proper, and desirable to carry out and further the objects for which this Corporation is formed; and in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Fla. Stat. § 617.0302, subject however to the requirements of I.R.C. § 501(c)(3) and to the other limitations provided in these Articles of Incorporation.

It shall further be the purpose of the Corporation to carry out the objectives of The Manners Housing Foundation, Inc. according to principles, policies, and regulations set up by The Manners Housing Foundation, Inc.

ARTICLE V

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors (which number shall not be less than three at any time) shall be as provided in the Bylaws. The terms for which the Directors shall serve, and the method of election if directors, shall be as stated in the Bylaws.

ARTICLE VI

DIRECTORS' OFFICERS' COMPENSATION AND INDEMNIFICATION

A. Compensation. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless engaged by the Board of Directors as a member of the administrative staff of the Corporations. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount and are approved for payment in the manner provided by the Bylaws. Provide, however, that the Corporation shall make no payments that would constitute "self-dealing" as defined in I.R.C. § 4941(d).

B. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation in the manner and to the extent provided in the Bylaws.

C. Interest of Directors and Officers on Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are shareholders, partners, or employees, or in which they are interested, or between the Corporation and any corporation, association, or partnership of which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transactions and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors nevertheless shall authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors, officer or officers counted in determining whether a quorum is present but shall not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction that otherwise would be valid under the common and statutory law applicable thereto.

ARTICLE VII

PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services rendered to the Corporation and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the Corporation's purposes as set forth herein. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in I.R.C. § 501(c)(3).

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.

In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of I.R.C. § 509(a), the Corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by I.R.C. § 4942;

Shall not engage in any act of self-dealing as defined in I.R.C. § 4941(d);

Shall not retain any excess business holdings as defined in I.R.C. § 4943(c);

Shall not make any investments in such manner as to subject it to tax under I.R.C. § 4944; and

Shall not make any taxable expenditures as defined in I.R.C. § 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization except for taxation under I.R.C. § 501(c)(3) or prohibited under Fla. Stat. § 617.0835.

ARTICLE VIII

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets among one or more organization that are exempt under I.R.C. § 501(c)(3) and I.R.C. § 170(c)(2) as are engaged in activities if the type described in Article IV above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 determine that are organized and operated exclusively for such purposes.

ARTICLE IX

AMENDMENTS TO BYLAWS

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation shall be as provided in the Bylaws.

ARTICLE X

REGISTERED AGENT

The street address of the registered office of the Corporation is 7490 W Chassahowitzka St, Homosassa, FL 34448, and the name of the initial registered agent of the Corporation at that address, who is authorized to receive service of process, is Lisa M. Manners, a Florida resident.

IN WITNESS WHEREOF, I certify that the Board of Directors has duly adopted these Restated Articles of Incorporation as of this 14th day of September, 2018.



LISA M. MANNERS
Chairman of the Board of Directors