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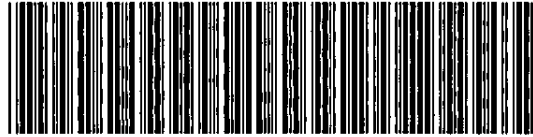
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R. WHITE

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Southwest Florida GWI Housing XVII, Inc.

**DOCUMENT NUMBER:** N14000006151

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

Please return all correspondence concerning this matter to the following:

Jonathan L. Auvil, Esq.

Name of Contact Person

Jonathan L. Auvil, PA

Firm/ Company

37837 Meridian Avenue

Address

Dade City, FL 33525

City/ State and Zip Code

ellenm@dadecitylaw.com

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

For further information concerning this matter, please call:

Jonathan L. Auvil, Esq.

at ( 352 )

567-2500

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

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TAL BUREAU OF RECORDS

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
SOUTHWEST FLORIDA GWI HOUSING XVII, INC.  
A NON-PROFIT CORPORATION**

Florida Document Number: N14000006156

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is SOUTHWEST FLORIDA GWI HOUSING XVII, INC. (hereinafter referred to as "the Corporation").

**ARTICLE II**

**DURATION**

The Corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The street address of the principal office of the Corporation is 36739 State Road 52, Suite 210A, Dade City, FL 339525; the name of the registered agent of this corporation is JONATHAN L. AUVIL, ESQ; and the address of the registered agent is 37837 Meridian Avenue, Suite 100, Dade City, FL 33525.

**ARTICLE IV**

**PURPOSE**

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

(A) This Corporation is organized exclusively for charitable and/or educational purposes, including, 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, for the time being exclusively for a public purpose. In pursuance of the foregoing, the Corporation's purpose is to

foster, construct and operate a low-income housing facility located in the City of Moore Haven, Florida under the HUD HOME Program, or other government funding programs, 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 Corporations 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 Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

## **ARTICLE V** **POWERS**

The Corporation is empowered:

(A) To buy, own, sell, convey, 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 IV hereof.

(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, land use restrictions, 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, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of low income housing.

(D) In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, 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 IV(A) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future United States internal revenue law. 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 VI**  
**MEMBERS**

Membership in the Corporation shall, at all times, be limited to individuals who are the Members of WORKFORCE HOUSING VENTURES, INC., or such other individuals as elected by the Membership for a perpetual term or such term as the Board may determine. In the event that a member ceases to be a Member of WORKFORCE HOUSING VENTURES, INC., then this shall constitute automatic resignation as a member of the Corporation.

**ARTICLE VII**  
**OFFICERS AND DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) nor more than fifteen (15) in number who shall be elected by the members of the Corporation at the Annual Meeting. The names and post office addresses of the persons who shall serve as Directors until their successors are duly qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RAYMOND E. STURWOLD	37407 Moore Drive Dade City, FL 33525
PATRICIA THOMPSON	5028 Burwell Road Webster, FL 33597
MICHAEL F. CARR	37325 Church Avenue Dade City, FL 33525
KATHERINE BRITTON	15920 21 <sup>st</sup> Street Dade City, FL 33523
PENELOPE MORRILL	37314 Meridian Avenue Dade City, FL 33525
JOSEPH WUBBENA	39948 Sumner Lake Road Dade City, FL 33525

The officers of the Corporation as provided by the By-Laws of the Corporation shall be elected by the Directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and qualified. The Secretary and Treasurer may be one and the same person. Directors shall serve without compensation.

The following officers will serve until the next annual meeting, or until their successors are elected and qualified.

<u>OFFICER</u>	<u>NAME</u>
PRESIDENT	RAYMOND E. STURWOLD

OFFICER

NAME

VICE PRESIDENT

PATRICIA THOMPSON

TREASURER

MICHAEL F. CARR

SECRETARY

KATHERINE BRITTON

**ARTICLE VIII**  
**INCORPORATORS**

The name and street addresses of the person signing these Amended and Restated Articles of Incorporation as the incorporator is:

RAYMOND E. STURWOLD    37407 Moore Drive  
Dade City, FL 33525

**ARTICLE IX**  
**BY-LAWS**

By-laws of the Corporation may be adopted 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 Amended and Restated Articles of Incorporation.

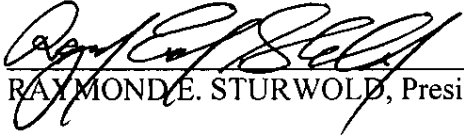
**ARTICLE X**  
**AMENDMENTS**

So long as mortgage on the Corporation's property is held by Florida Housing Finance Corporation, these Amended and Restated Articles of Incorporation may not be amended without the prior written consent of Florida Housing Finance Corporation. Amendment to these Amended and Restated Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Director present.

In accordance with Section 607-1007(3), Florida Statutes, it is hereby certified that no amendment contained in these Amended and Restated Articles of Incorporation requires approval by the members of the Corporation, and that the Board of Directors adopted these Amended and Restated Articles of Incorporation on June 1, 2016, and the number of votes cast by the Directors for the amendments to these Amended and Restated Articles of Incorporation were sufficient for the approval hereof.

In witness whereof, the undersigned incorporators have executed these Amended and

Restated Articles of Incorporation on this 5 day of JUNE, 2016.

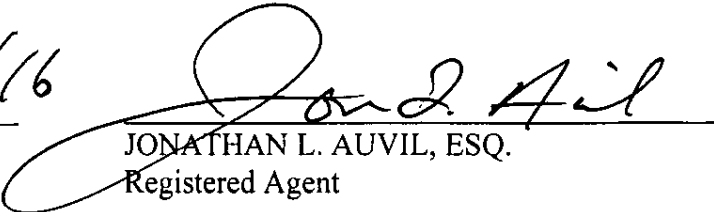
  
RAYMONDE. STURWOLD, President

**ACCEPTANCE BY DESIGNATED REGISTERED AGENT**

SOUTHWEST FLORIDA GWI HOUSING XVII, INC. having designated JONATHAN L. AUVIL, ESQ. as its Registered Agent and whose address is 37837 Meridian Avenue, Suite 100, Dade City, FL 33525, having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Date Signed: \_\_\_\_\_

6/15/16

  
JONATHAN L. AUVIL, ESQ.  
Registered Agent