

N14 000006203

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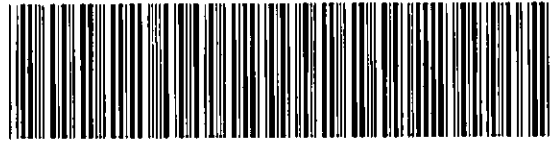
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORRECTED
Please Allow For
Same File Date

March 9, 2023

CT

SUBJECT: EHDOC STANLEY AXLRD TOWER CHARITABLE
CORPORATION
Ref. Number: N14000006203

We have received your document for EHDOC STANLEY AXLRD TOWER CHARITABLE CORPORATION and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

Please remove the first paragraph on the first page of the Amended and Restated Articles.

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

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6050.

Darlene Connell
Regulatory Specialist II Supervisor

Letter Number: 223A00005569

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DIVISION OF CORPORATIONS
FLORIDA

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
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Date: 03/09/2023

Acc#I20160000072

W: C D W

Name:	EHDOC Stanley Axlrod Tower Charitable Corporation
Document #:	
Order #:	14822652 .2

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

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	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications

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Availability _____
Document _____
Examiner _____
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Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 43.75

Thank you!

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

EHDOC STANLEY AXLRD TOWER CHARITABLE CORPORATION

ARTICLE I

NAME

The name of this corporation is EHDOC STANLEY AXLRD TOWER CHARITABLE CORPORATION (the "Corporation").

ARTICLE II

ADDRESS

The address of the principal office and the mailing address of the Corporation is 1200 S. Pine Island Rd., Suite 725, Plantation, FL 33324-4408.

ARTICLE III

PURPOSE

This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes and to make gifts, grants, loans and subsidies to other charitable and/or education organizations described in Section 501(c)(3) of the Internal Revenue Code; such purpose shall include, but not be limited to the provisions of affordable housing to extremely low, very low, low income, and moderate income persons and to foster low-income housing. The purposes of the corporation shall, however, be limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage only in activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes, the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

ARTICLE IV

POWERS

The corporation hereby incorporates by reference all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are

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incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI

SUBSCRIBER

The name and address of the subscriber to these Articles are as follows:

Melanie Ribeiro
1200 S. Pine Island Rd., Suite 725
Plantation, FL 33324-4408

ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors, and all the corporate powers and authority thereof shall be vested in and exercised by a Board of Directors. The Board of Directors shall be appointed by Elderly Housing Development and Operations Corporation as provided in the bylaws of the Corporation. The initial Board of Directors was initially comprised of six (6) persons, and the Board of Directors has increased to seven (7) persons. Following are names and addresses of the persons who serve as the members of the current Board of Directors of the Corporation for a term of one (1) year and until their successors are duly elected:

Christopher M. Shelton
President/ CEO
929 Dean Avenue
Bronx, NY 10465-1609

William J. Holayter
Vice President
211 Tippy Toe Trail
Anaconda, MT 59711

Maria C. Cordone
Secretary

9000 Machinists Place
Upper Marlboro, MD 20772

Erica Schmelzer
Treasurer
1220 N. 74th Terrace
Hollywood, FL 33024

Melanie Ribeiro
Director
3086 NW 83rd Way
Cooper City, FL 33024

Edward L. Romero
Director
6900 San Vicente Avenue NE, Apt. 148
Albuquerque, NM 87109

Sherwood Dubois
Director
1605 N.W. 188th Terrace
Miami Gardens, FL 33169

The number of directors, which constitute the Board of Directors, may be increased or decreased as provided in the bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended by a vote of the directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE IX

NO PERSONAL LIABILITY

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of

its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

ARTICLE X

DISSOLUTION

Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The disposition of the remaining assets of the Corporation shall not inure to the benefit of its members, directors, or officers or any person or firm operating for profit or for a nonexempt purpose.

ARTICLE XI

REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the Corporation are:

Elderly Housing Development and Operations Corporation
1200 S. Pine Island Road, Suite 725
Plantation, Florida 33324-4408

ARTICLE XII

ADOPTION DATE / EFFECTIVE DATE

The date of this Amendment(s) adoption is January 1, 2022

Effective Date is March 10, 2023

ARTICLE XII

ADOPTION OF AMENDMENT(S)

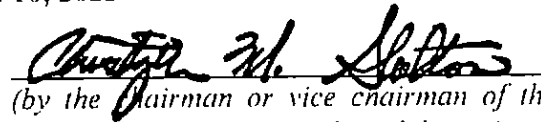
(CHECK ONE)

☒ 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: March 10, 2023

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)

Christopher M. Shelton

(Typed or printed name of person signing)

President

(Title of person signing)

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 10th day of March 2023.



Melanie Ribeiro, Incorporator

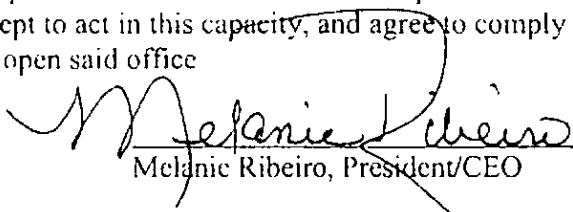
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That EHD OC STANLEY AXLR OD TOWER CHARITABLE CORPORATION, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Plantation, County of Broward, State of Florida, has named Elderly Housing Development and Operations Corporation, located at 1200 S. Pine Island Rd., Suite 725, Plantation, Florida 33324-4408, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office


Melanic Ribeiro, President/CEO