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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Habitat for Humanity of Greater Orlando, Inc. ^{Area}

DOCUMENT NUMBER: N 14993

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

Please return all correspondence concerning this matter to the following:

Catherine Mc Manus
(Name of Contact Person)

Habitat for Humanity of Greater Orlando, Inc. ^{Area}
(Firm/ Company)

4116 Silver Star Rd.
(Address)

Orlando FL 32808
(City/ State and Zip Code)

cmcmanus@habitat-orlando.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Catherine Mc Manus at 407-440-6976
(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

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:

☒ Change	<u>PT</u>	<u>John Doe</u>
☒ Remove	<u>V</u>	<u>Mike Jones</u>
☒ Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action (Check One)	Title	Name	Address
1) ☐ Change ☐ Add ☒ Remove	<u>SD</u>	<u>Childs, Ginnette E</u>	<u>420 S. orange Ave</u> <u>Suite 1200</u> <u>Orlando FL 32801</u>
2) ☐ Change ☒ Add ☐ Remove	<u>SD</u>	<u>Christopher Linde</u>	<u>2600 Lucien Way</u> <u>Suite 100</u> <u>Maitland FL 32751</u>
3) ☐ Change ☒ Add ☐ Remove	<u>CPO</u>	<u>Gregory Allen-Andersen</u>	<u>4116 Silver Star Rd.</u> <u>Orlando FL 32808</u>
4) ☐ Change ☐ Add ☐ Remove	_____	_____	_____ _____ _____
5) ☐ Change ☐ Add ☐ Remove	_____	_____	_____ _____ _____
6) ☐ Change ☐ Add ☐ Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

(see Attached)

**AMENDED ARTICLES OF INCORPORATION OF
HABITAT FOR HUMANITY OF GREATER ORLANDO AREA, INC.**

The undersigned Secretary of the Corporation submits these Amended and Restated Articles of Incorporation.

ARTICLE I - Name

The name of the Corporation Habitat for Humanity of Greater Orlando (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 4116 Silver Star Road, Orlando, Florida 32808.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt 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) (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 set forth in this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation

shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The Corporation came into existence on May 20, 1986 pursuant to the Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V - Registered Office and Agent

The street address of the registered office of the Corporation is 4116 Silver Star Road, Orlando, Florida 32808, and the name of the registered agent of the Corporation at that address is Catherine S. McManus.

ARTICLE VI - Directors

A. The number of directors of the Corporation shall be as determined by the Bylaws of the Corporation.

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, 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 tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned Secretary has executed these Amended and Restated Articles of Incorporation this 22nd day of June, 2015.

Christopher Linde

Christopher Linde, Secretary

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

THE CORPORATION NOT-FOR-PROFIT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation not-for-profit is Habitat for Humanity of Greater Orlando.
2. The name and address of the registered agent and office is:

Catherine S. McManus
4116 Silver Star Road
Orlando, Florida 32808

Having been named as registered agent and to accept service of process for the above stated corporation not-for-profit at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Catherine S. McManus, Registered Agent

Dated this 22 day of June, 2015.

The date of each amendment(s) adoption: June 22, 2015, if other than the date this document was signed.

Effective date if applicable: June 22, 2015
(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 June 22, 2015
Signature C. McManus
(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)

Catherine McManus
(Typed or printed name of person signing)

President & Chief Executive Officer
(Title of person signing)